

Florida Dept. of State Electronic Filing
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**FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SPRING ARBOR PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting all of the general partners of SPRING ARBOR PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The current name of the Partnership is SPRING ARBOR PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was September 17, 1998 ("Certificate").
3. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
 - "3. The names and business addresses of the general partners of the Partnership are:

CED CAPITAL HOLDINGS XII, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

H99-829

The undersigned have hereunto set their hands and seals this 13th day of December, 1999.

INCOMING GENERAL PARTNERS:

CED CAPITAL HOLDINGS XII, LTD., a Florida limited partnership

By: CED Capital Holdings XII, Inc., a Florida corporation, its managing general partner

By: [Signature]
Alan H. Ginsburg, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITHDRAWING GENERAL PARTNER:

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: [Signature]
Alan H. Ginsburg, President

Attorney Name: Randal M. Alligood, P.A.
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