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ACCOUNT NO. : 072100000032

REFERENCE : 078133 4381472

AUTHORIZATION : *Patricia Kizito*

COST LIMIT : \$ 105.00

ORDER DATE : December 23, 1998

ORDER TIME : 3:53 PM

ORDER NO. : 078133-020

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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98 DEC 23 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RACEWAY POINTE PARTNERS, LTD.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

Name PLAIN STAMPED COPY
Availability CERTIFICATE OF GOOD STANDING

Document
ExaCONTACT PERSON: Karen B. Rozar

Updater

EXAMINER'S INITIALS: _____

Under

Verifier

Acknowledgment

W. P. Verifier

Yut 12/24

FF \$52.50

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
RACEWAY POINTE PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of RACEWAY POINTE PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is RACEWAY POINTE PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was November 12, 1998 (the "Certificate").
3. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

3. The name and business address of the general partner is:

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

The undersigned have hereunto set their hands and seals this 21 day of December, 1998.

WITHDRAWING GENERAL PARTNER

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

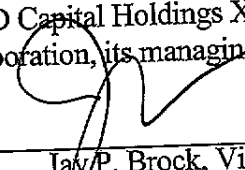
By: CED Capital Holdings IX, Inc., a Florida corporation,
its managing general partner

By: 
Jay P. Brock, Vice President

INCOMING GENERAL PARTNER:

CED CAPITAL HOLDINGS X, LTD., a Florida limited Partnership

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

By: 
Jay P. Brock, Vice President

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