

A98000002535



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 342898 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~35.00~~

\$ 52.50

ORDER DATE : August 16, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 342898-005

CUSTOMER NO: 4381472

600002961996--6

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

DOMESTIC AMENDMENT FILING

NAME: RACEWAY POINTE PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

BK 8/17/99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaled

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 PM 3:09

RECEIVED
99 AUG 17 11:23

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

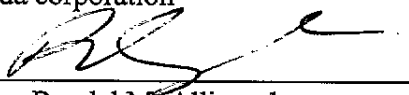
Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of RACEWAY POINTE PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

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, and the date of the filing of the first amendment to the original certificate of limited partnership of the Partnership was December 23, 1998 (collectively, the "Original Certificate").
3. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Raceway Pointe Partners, Ltd., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.912, Florida Statutes.

**B&C CORPORATE SERVICES
OF CENTRAL FLORIDA, INC., a
Florida corporation**


By: 
Randal M. Alligood,
Vice President

The undersigned has hereunto set its hand and seal effective as of the 12 day of August, 1999.

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: 
Tricia Doody, Vice President

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