

Division of Corporations

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A99000000424

Florida Department of State
Division of Corporations
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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-9490

LIMITED PARTNERSHIP AMENDMENT

THE GRAND BELLAGIO AT BAYWATCH LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	0
Page Count	04
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P. 02/04
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THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
THE GRAND BELLAGIO AT BAYWATCH LIMITED PARTNERSHIP

Pursuant to the provisions of Florida Statute, THE GRAND BELLAGIO AT BAYWATCH LIMITED PARTNERSHIP whose certificate was filed with the Florida Secretary of State on March 15, 1999 under document number A99000000424 adopts the following amendment to its Certificate of Limited Partnership.

1. Article 4 which states the name of the general partner is deleted in its entirety and replaced with the following:

"4. The name and principal place of business of the sole General Partner is as follows:

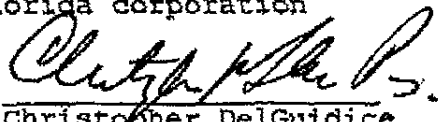
General Partner: Bellagio General Partner, Inc.
c/o Christopher DelGuidice
474 S. Northlake Blvd.
Suite 1020
Altamonte Springs, FL 32701"

2. This Amendment shall be effective at the time of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 28 day of JAN., 2003.

GENERAL PARTNER:

Bellagio General Partner, Inc.,
a Florida corporation

By: 
Christopher DelGuidice
President

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FEB-19-2003 WED 11:42 AM Murai Wald Biondo
JAN-28-2003 TUE 01:22 PM Murai Wald Biondo

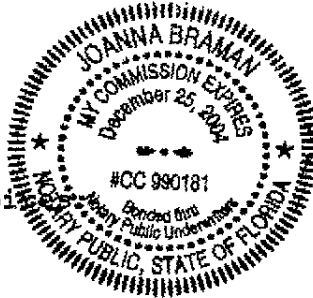
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FAX NO. 305 358 9490

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STATE OF FLORIDA)
) : ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
28th day of January, 2003 by CHRISTOPHER DELGUIDICE as
President of Bellagio General Partner, Inc., the sole general
partner of The Grand Bellagio at Baywatch Limited Partnership, on
behalf of the limited partnership. ~~He~~ is personally known to me or
has produced _____ as identification.



My Commission expires

NOTARY PUBLIC, STATE OF FLORIDA
Print name: JOANNA BRAMAN
Commission No.: CC 990181

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JOINDER OF WITHDRAWING GENERAL PARTNER

GBB, Ltd., as the withdrawing general partner of The Grand Bellagio at Baywatch Limited Partnership, hereby joins into and consents to the filing of the Certificate of Amendment of the Certificate of Limited Partnership of The Grand Bellagio at Baywatch Limited Partnership which replaces GBB, Ltd. as general partner and lists Bellagio General Partner, Inc. as the new sole general partner.

WITHDRAWING GENERAL PARTNER:

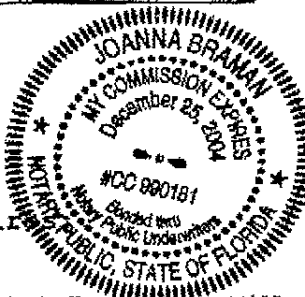
GBB, Ltd., a Florida limited partnership

By: GBB, Inc., a Florida corporation, its general partner

By: 
Christopher DelGuidice
President

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 28th day of January, 2003 by CHRISTOPHER DELGUIDICE as President of GBB, Inc., the general partner of GBB, Ltd., on behalf of the limited partnership. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC, STATE OF FLORIDA
Print name: JOANNA BRAMAN
Commission No.: CC 990181

My Commission expires

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