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ACCOUNT NO. : 072100000032

REFERENCE : 663905 4801730

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 52.50 *113.75*

ORDER DATE : July 15, 2002

ORDER TIME : 3:09 PM

ORDER NO. : 663905-005

CUSTOMER NO: 4801730

CUSTOMER: Kevin A. Carey, Legal Asst
Bryan Cave Robinson Silverman
1290 Avenue Of The Americas
32nd Floor
New York, NY 10104-3300

RECEIVED
02 JUL 17 PM 4:00
TALLAHASSEE, FL 32304

DOMESTIC AMENDMENT FILING

A99-616

NAME: CAPITAL GROWTH OF JACKSONVILLE
LTD.

EFFECTIVE DATE:

500006475325--9

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XX~~ PLAIN STAMPED COPY

CC & CVS

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS:

Per Norma 7/17

mft

02 JUL 17 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
7-18-02

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CAPITAL GROWTH OF JACKSONVILLE, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 14, 1999, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendments:

Articles 2 & 3 of the certificate of limited partnership are being amended to read as follows:

"2. The name and address of the Partnership's agent for service of process required to be maintained by Section 620.105, Florida Statutes, is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

3. The name and business address of the sole General Partner is Pearl Jacksonville (GP), LLC, c/o J.S. Karlton Company, Inc. 15 Valley Drive, Suite 300, Greenwich, Connecticut, 06831. This is also the address of the office at which the records required by Section 620.106, Florida Statutes, are maintained."

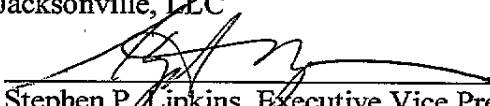
MO2000001829

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures:


Signature of current general partner:

CG of Jacksonville, LLC

By: 
Stephen P. Lipkins, Executive Vice President of
J.S. Karlton Company of Florida, Inc., Manager

Signature of new general partner:

Pearl Jacksonville (GP), LLC

By: 
Stephen P. Lipkins, Executive Vice President of
Pearl Jacksonville (MM), Inc., Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED