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June 21, 1999

OF COUNSEL:
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WRITER'S DIRECT LINE

BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER: Z 424 110 951

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/24/99-01104-005
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Re: ST. ARMANDS CIRCLE INVESTMENTS, LTD.
MIRACLE MILE PROPERTY, LTD.
COLSON INVESTMENTS, LTD.

Dear Sir/Madam:

Enclosed please find an original and a copy of the First Amendment to Certificate of Limited Partnership of St. Armands Circle Investments, Ltd., Miracle Mile Property, Ltd., and Colson Investments, Ltd. and three checks made payable to the Department of State in the amount of \$52.50 to cover the filing fees. Please file these amendments as quickly as possible. Then, file stamp the enclosed copies and return them to our office in the enclosed envelope.

Should any problems arise in connection with these filings, please contact me immediately.

Thank you very much, and I will be glad to be of further assistance, if necessary.

Very truly yours,

Lisa Folis

Lisa Folis
Corporate Paralegal

LAF/encls-359382

FILED
99 JUN 24 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-20-99

**FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COLSON INVESTMENTS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to amend the Certificate of Limited Partnership of Colson Investments, Ltd., which was filed on May 26, 1999, hereby adds a new Article 6, which shall read as follows:

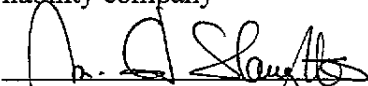
6. In accordance with Section 620.8902, Florida Statutes, the Partnership was converted from a Florida general partnership known as Myriam Colson Slaughter, Trustee u/a dated December 11, 1984, a Florida limited partnership. The number of votes cast by the partners in favor of conversion was unanimous.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Colson Investments, Ltd. this the 6 day of June 1999. The Amendment shall be effective as of May 26, 1999.

Colson Investments, LLC, a Florida
limited liability company

By:


Myriam Colson Slaughter, Manager
"General Partner"

SBH-356328.1

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA