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Williams, Parker, Harrison, Dietz & Getzen

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
RINGLING AT ORANGE
200 SOUTH ORANGE AVENUE

MAILING ADDRESS: P.O. BOX 3258 (ZIP 34230-3258)
SARASOTA, FLORIDA 34236

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
MONTE K. MARSHALL
JAMES L. RITCHEY
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE BOARDMAN GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN
FRANK STRELEC

TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
ELVIN W. PHILLIPS
MORGAN R. BENTLEY
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY P. WALKER
J. HUGH MIDDLEBROOKS
R. DAVID BUSTARD
R. SCOTT COLLINS

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

TELEPHONE (941) 366-4800
FACSIMILE (941) 366-5109

OF COUNSEL:
WILLIAME. GETZEN
FRAZER F. HILDER
HUGH MCPHEETERS, JR.

WRITER'S DIRECT LINE

June 21, 1999

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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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
Corporate Paralegal

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

Handwritten initials and date: 6-30-99

**FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIRACLE MILE PROPERTY, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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

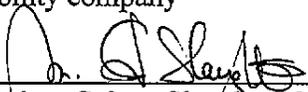
6. In accordance with Section 620.8902, Florida Statutes, the Partnership was converted from a Florida general partnership known as Myriam Colson Slaughter, Trustee u/a dated August 25, 1988, a Florida limited partnership. The number of votes cast by the partners in favor of conversion was unanimous.

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 Miracle Mile Property, Ltd. this the 16 day of June 1999. The Amendment shall be effective as of May 26, 1999.

Miracle Mile Properties, LLC., a Florida
limited liability company

By:



Myriam Colson Slaughter, Manager
"General Partner"

SBH-356328.1

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