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WRITER'S DIRECT LINE

June 21, 1999

BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED  
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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*

Lisa Folis  
Corporate Paralegal

A99-877

99 JUN 24 PM 4:11  
FILED  
TALLAHASSEE, FLORIDA  
6-30-99

**FIRST AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ST. ARMANDS CIRCLE INVESTMENTS, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to amend the Certificate of Limited Partnership of St. Armands Circle 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 February 23, 1994, 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 St. Armands Circle Investments, Ltd. this the 16 day of June 1999. The Amendment shall be effective as of May 26, 1999.

St. Armands Investments, LLC, a Florida  
limited liability company

By:

  
Myriam Colson Slaughter, Manager  
"General Partner"

SBH-356328.1

FILED  
99 JUN 24 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA