CORPDIRECT AGENTS, IND (formerly CCRS)
103 N. MERIDIAN STREET II DW TALLAHASSEE, FL 32301
222-1173

CONTACT:	CINDY HICKS	
BATE:	1-16-02	5000047813:154 -01/17/0201026002
REF. #:	0174.4470	5000047813154
CORP. NAME:	_ TWO RIVERS PARTN	******27.50 ******27.50 ERS, L.L.P.
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AMENDMENT TO THE

AMENDED AND RESTATED CERTIFICATE OF

LIMITED PARTNERSHIP OF

TWO RIVERS PARTNERS, L.L.L.P., a Florida limited liability limited partnership



THE UNDERSIGNED general partner of Two Rivers Partners, L.L.P., a Florida limited liability limited partnership, whose Amended and Restated Certificate of Limited Partnership was filed with the Florida Department of State on September 28, 2001, hereby amends the Amended and Restated Certificate of Limited Partnership of Two Rivers Partners, L.L.P., as follows:

The name and address of the general partner is:

Two Rivers Development Corporation a Florida corporation 5252 Tamiami Trail, S. Sarasota, Florida 34231

POZOVUO 5523

Except as expressly provided herein, all of the terms and provisions of the Amended and Restated Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

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

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Amended and Restated Certificate of Limited Partnership of Two Rivers Partners, L.L.L.P., this 5 hday of January, 2002

WITNESSES:

TWO RIVERS DEVELOPMENT CORPORATION, a Florida corporation

David S. Band, as its Vice President

"GENERAL PARTNER"

11723-4\560081