

~~A~~ 99000001422

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 105.00

ORDER DATE :

ORDER TIME : 10:20 AM

ORDER NO. : -005

CUSTOMER NO:

CUSTOMER:

RECEIVED
02 SEP 23 AM 11:39
FBI - TAMPA

DOMESTIC AMENDMENT FILING

A99-1422

NAME: DI LIDO BEACH RESORTS, LTD.

EFFECTIVE DATE:

100007947591--8

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

**AMENDMENT TO THE CERTIFICATE OF LIMITED
PARTNERSHIP OF DI LIDO BEACH RESORT, LTD.**

THE UNDERSIGNED, constituting all of the general partners of Di Lido Beach Resort, Ltd., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on August 30, 1999, hereby amend said Certificate of Limited Partnership of Di Lido Beach Resort, Ltd. as follows:

1. Section 6 is hereby amended to read as follows:

The names and business addresses of the general partners are as follows:

Flag Di Lido Operating Corp.
c/o Greenberg Traurig, P.A.
1221 Brickell Avenue
Miami, FL 33131
Attn: Juan P. Loumiet, Esq.

Lionstone Di Lido GP, Inc.
2900 Collins Avenue
Miami Beach, FL 33140

LF South Beach, LLC
c/o The Ritz-Carlton Hotel Company, L.L.C.
3414 Peachtree Rd N.E., Suite 300
Atlanta, GA 30326
Attn: Chief Financial Officer

MDZ-1937

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

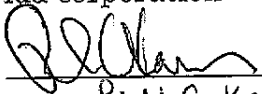
3. This amendment is being filed within 30 days after the admission of LF South Beach, LLC as a general partner of Di Lido Beach Resort, Ltd., which occurred on August 30, 2002.

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

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amendment to the Certificate of Limited Partnership of Di Lido Beach Resort, Ltd. on the 30th day of August, 2002 in accordance with § 620.114 Florida Statutes.

GENERAL PARTNERS:

FLAG DI LIDO OPERATING CORP., a
Florida corporation

By: 
Name: Paul C. Kanavos
Title: President

LF South Beach, LLC, a Delaware limited
liability company

By: _____
Name: _____
Title: _____

LIONSTONE DI LIDO GP, INC., a Florida
corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amendment to the Certificate of Limited Partnership of Di Lido Beach Resort, Ltd. on the 30th day of August, 2002 in accordance with § 620.114 Florida Statutes.

GENERAL PARTNERS:

FLAG DI LIDO OPERATING CORP., a
Florida corporation

By: _____
Name: _____
Title: _____

LF South Beach, LLC, a Delaware limited
liability company

By: William J. Tennis
Name: William J. Tennis
Title: Vice President

LIONSTONE DI LIDO GP, INC., a Florida
corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amendment to the Certificate of Limited Partnership of Di Lido Beach Resort, Ltd. on the 30th day of August, 2002 in accordance with § 620.114 Florida Statutes.

GENERAL PARTNERS:

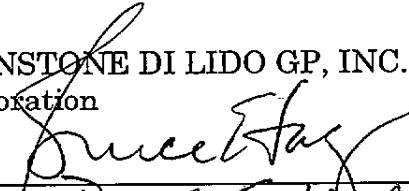
FLAG DI LIDO OPERATING CORP., a
Florida corporation

By: _____
Name: _____
Title: _____

LF South Beach, LLC, a Delaware limited
liability company

By: _____
Name: _____
Title: _____

LIONSTONE DI LIDO GP, INC., a Florida
corporation

By: 
Name: BRUCE E. LAZAR
Title: EVP