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LIMITED PARTNERSHIP AMENDMENT

HHC II, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF HHC II, LTD.

1. Name of Limited Partnership: HHC II, Ltd.
2. Date of Filing of Certificate of Limited Partnership: December 17, 1999
3. Amendments:
 - A. B. Rex Hagen and Helen Hagen have each withdrawn as a General Partner of the limited partnership.
 - B. HHC II, LLC has been admitted as the sole General Partner for the Company, whose mailing address is P.O. Box 880, Anna Maria, FL 34216, and whose street address is 108 Oak Ave., Anna Maria, FL 34216. *LOA-353*

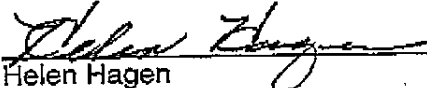
This Amendment to the Certificate of Limited Partnership is executed this 11th day of January, 2002 and is effective upon filing with the Secretary of State of the State of Florida.

"NEWLY ADMITTED
GENERAL PARTNER"


B. Rex Hagen, as President of
HHC II, LLC

"WITHDRAWING GENERAL
PARTNERS"


B. Rex Hagen


Helen Hagen

This Instrument Prepared By:

Joseph L. Najmy, Esq. (Bar #0847283)
Forges, Hamlin, et al.
1205 Manatee Ave. W.
Bradenton, FL 34205
(941)748-3770

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Katherine Harris
Secretary of State

HEC II, LTD.
P.O. BOX 880
ANNA MARIA, FL 34216

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