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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

BOCA RATON HOTEL MANAGEMENT LP

Certificate of Status	1
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AMENDMENT TO CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Boca Raton Hotel Management LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 10/17/07

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Boca Hotel GP LLC

75 Second Avenue - Suite 200

Needham, MA 02494 607-7149

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

Donald G. Lussier

Typed or printed name:

Donald G. Lussier, Secretary

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Delaware

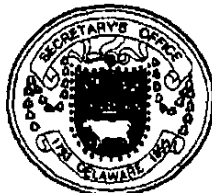
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BOCA RATON HOTEL MANAGEMENT LP", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2007, AT 11:35 O'CLOCK A.M.

4436715 8100

071295971



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6218923

DATE: 12-07-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:47 AM 12/07/2007
FILED 11:35 AM 12/07/2007
SRV 071295971 - 4436715 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
BOCA RATON HOTEL MANAGEMENT LP
December 7, 2007**

The undersigned, being the general partner of Boca Raton Hotel Management LP (the "Partnership"), a limited partnership organized and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act (the "Act"), pursuant to the Section 17-201 of the Act does hereby certify:

1. The name of the limited partnership is Boca Raton Hotel Management LP

2. The Certificate of Formation of the Partnership dated as of October 9, 2007, is hereby amended by deleting Article Third in its entirety and replacing it with the following new Article:

"THIRD: The name and the business, residence or mailing address of each general partner of the Partnership are as follows:

Boca Hotel GP LLC
75 Second Avenue - Suite 200
Needham, MA 02494

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of the date first written above.



Donald G. Lussier, Secretary
Boca Hotel GP LLC