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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 448220 4300123

AUTHORIZATION : *Patricia Pajuts*
COST LIMIT : \$ 105.00

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ORDER DATE : February 18, 2004

ORDER TIME : 12:07 PM

ORDER NO. : 448220-010

CUSTOMER NO: 4300123

CUSTOMER: Janet Sandoval-pou, Legal Asst
Paul Hastings Janofsky &
75 East 55th Street

New York, NY 10022-3205

FOREIGN FILINGS

NAME: ST. PETERSBURG FLORIDA HOTEL
LIMITED PARTNERSHIP

XX PROFIT CORPORATE
 NON-PROFIT XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

ST. PETERSBURG FLORIDA HOTEL LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

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Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name and mailing address of the general partner is changed to:
FL/NY GP LLC
c/o Fisher Brothers
299 Park Avenue
New York, NY 10171

M03000003755

FL/NY GP LLC, a Delaware limited partnership

By: FL/NY GP Manager Corp., a Delaware corporation,
its manager

Martin L. Edelman

(Signature of a General Partner)

By: Martin L. Edelman, Vice President

(Typed or printed name of General Partner signing above)

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 18th day of February, 2004, Martin L. Edelman personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Janet Sandoval Pou

(Notary Public Signature)

Janet Sandoval-Pou

(Notary's Printed Name)

Seal

My Commission Expires:

JANET SANDOVAL POU
Notary Public, State of New York
No. 01SA8076883
Qualified in Queens County
Commission Expires July 1, 2006