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AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 4:19

February 18, 1998

Department of State
Division of Corporations
Attn: Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

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-02/19/98--01001--010
*****52.50 *****52.50

RE: Pelican Hill Associates, L.P.

Dear Sir/Madam:

Enclosed for filing with your office are the following documents with regard to the above-referenced limited partnership:

1. Annual Report
2. Check in the amount of \$526.25 (filing of annual report)
3. Amendment
4. Check in the amount of \$52.50 (filing of amendment)

Pursuant to conversations with your office I was told that these above documents were necessary in order to have the Annual Report for Pelican Hill Associates, L.P. filed with the Department of State.

B95-66

Name	al
Availability	al
Document Examiner	al
Updater	al
Updater Verifier	al
Acknowledgment	al
W. P. Verifier	al

If you have any questions or if there is a problem with the attached filing, please contact me at your earliest convenience at 222-3471. Thank you for your assistance with this matter.

Sincerely,

Carson Durrance

Carson Durrance
Legal Assistant

RECEIVED
98 FEB 18 PM 3:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Pelican Hill Associates, L.P. ("Partnership")
(Insert name currently on file with Florida Dept. of State)

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:

NP Investment III Co., Inc. has withdrawn as a general partner of Partnership
ResortHill, Inc. is the sole remaining general partner of Partnership

450 E. Las Olas Blvd. Suite 1500 Ft. Lauderdale, Fl. 33301

(Signature of General Partner)

William M. Pierce, Vice President, ResortHill, Inc.
(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF BROWARD

On this 9 day of February, 1998 Wm. M. Pierce
personally appeared before me,

X Who is personally known to me

____ Whose identity I proved on the basis of _____

Cynthia Trezona

(Notary Public Signature)

Cynthia Trezona

(Notary's Printed Name)

CYNTHIA TREZONA
Notary Public, State of Florida
My Comm. Expires Feb. 20, 1999
No. CC 440256
Bonded Thru Official Notary Service
1-800-723-0121

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DIVISION OF CORPORATIONS
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My Commission Expires: 2-20-99