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Corporate Paralegal

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April 10, 2001

BY UPS OVERNIGHT

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

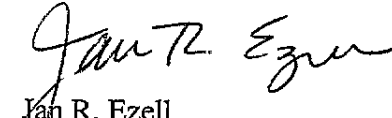
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Ladies and Gentlemen:

Enclosed for filing is a Certificate of Amendment to the Application for Registration of Jacksonville-Deerwood, L.P. Also enclosed is a check in the amount of \$52.50 in payment of the filing fee. I have also enclosed an additional copy of the document to be date-stamped and returned to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance. If you have any questions, please call me at (404) 881-7442.

Sincerely yours,


Jan R. Ezell
Corporate Paralegal

JRE:mw
Enclosures
cc: Ms. Christina K. Braisted
ATL01/10001422v1

FILED
2001 APR 11 PM 2:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Bank of America Plaza
101 South Tryon Street, Suite 4000
Charlotte, NC 28280-4000
704-444-1000
Fax: 704-444-1111

90 Park Avenue
New York, NY 10016
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3605 Glenwood Avenue
Suite 310
Raleigh, NC 27612-4957
919-420-2200
Fax: 919-420-2260

601 Pennsylvania Avenue, N.W.
North Building, 11th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

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

Jacksonville-Deerwood, L.P.

(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: See attached

ONE DEERWOOD, LLC, sole General Partner

By: The Prudential Insurance Company of America,
sole Member

By: Thomas G. Smith

(Signature of a General Partner)

Thomas G. Smith

(Typed or printed name of General Partner signing above)

STATE OF Georgia

COUNTY OF DeKalb

On this 9th day of April, 2001, Thomas G. Smith personally
appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Nancy S. Kennell

(Notary Public Signature)

Nancy S. Kennell

(Notary's Printed Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Seal

My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires May 9, 2004

ATTACHMENT
TO
CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
JACKSONVILLE-DEERWOOD, L.P.

The registration application is amended as follows:

By deleting paragraph 9 in its entirety and by substituting in lieu thereof a new paragraph 9 to read as follows:

NAMES OF GENERAL PARTNERS

STREET ADDRESS

One Deerwood, LLC

L 99-4640

c/o The Prudential Insurance
Company of America
Two Ravinia Drive
Suite 1400
Atlanta, Georgia 30348

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TALLAHASSEE, FLORIDA