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May 24, 2001

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 500004325095---4 -05/29/01--01141--013 ****105.00 ****105.00

RE: Jacksonville-Deerwood, L.P. Certificate of Amendment

To Whom It May Concern:

1398-274

Enclosed, please find a Certificate of Amendment for Jacksonville-Deerwood, L.P. which now changes the General Partner information for this entity. A check is enclosed in the amount of \$105.00 which covers the Amendment fee and well as one certified copy. Please return this certified copy to the following address:

Prudential Insurance Company of America c/o Kennedy-Wilson Property Services 14651 Dallas Parkway, Suite 101 Dallas, TX 75240

If you have any questions or need additional information please do not hesitate to call me at (972)233-3216.

Sincerely,

KENNEDY-WILSON PROPERTY SERVICES

Ennette Sanchez

Annette Sanchez
Field Administrator

/as

Enclosure



CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

JACKSONVILLE-DEERWOOD, L.P.	<u>.</u>
	<u> </u>
(Insert name currently on file with Florida Dept. of State)	
Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose	certificate was
filed with the Florida Dept. of State on March 25, 1998, adopts the following	
amendment to its certificate of limited partnership.	,
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)	
REMOVE ALL GENERAL PARTNER INFORMATION	
REPLACE WITH THE FOLLOWING:	
ONE DEERWOOD, LLC TWO RAVINIA DR., SUITE 1400 ATLANTA, GA 30346	OT MAY 29 AM IO: 13 SECRETARY OF STATE MALLAHASSEE FLORIDA
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Dep State.	partment of
THIRD: Signature(s) Signature of current general partner: ADEVCO CORPORATION	
By: A fand Brochely	

ONE DEERWOOD, LLC,

The Prudential Insurance Company of America, as sole member

Signature(s) of new general partner(s), if applicable: