

B99000000 280

Florida Department of State
Division of Corporations
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B99-280

LIMITED PARTNERSHIP AMENDMENT
LELY GOLF VILLAS I LIMITED PARTNERSHIP

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Fax Audit No. H00-67695

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

Lely Golf Villas I Limited 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:

Ronto Golf Developments, Inc., a Florida corporation, withdrew as a general partner of the Limited Partnership.

(Signature of a General Partner)

See Attached Signature Page

(Typed or printed name of General Partner signing above)

STATE OF TEXAS

COUNTY OF DALLAS

On this 21st day of December, 2000, Patrick K. Fox personally appeared before me,



who is personally known to me



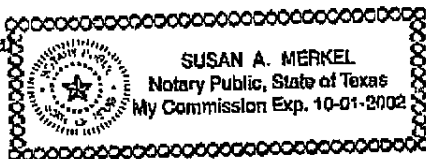
whose identity I proved on the basis of _____

(Notary Public Signature)

Susan A. Merkel

(Notary's Printed Name)

Seal



My Commission Expires:

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SIGNATURE PAGE TO
CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION


SOLE GENERAL PARTNER:

WESTBROOK LELY GOLF VILLAS I, L.L.C., a Delaware
limited liability company

By: Westbrook Real Estate Fund II, L.P., its managing
member

By: Westbrook Real Estate Partners Management
II, L.L.C., its general partner

By: Westbrook Real Estate Partners,
L.L.C., its managing member

By: 
Name:
Title: Managing Member

Patrick K. Fox
Managing Member

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