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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUFFALO-VICTORIA BUSINESS TRUST", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2002, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2002, AT 12 O'CLOCK A.M.



Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 1619574

DATE: 02-19-02

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 01:30 PM 01/29/2002 020061617 - 2875124

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF TRUST

(Pursuant to Section 3810 of the Delaware Business Trust Act)

To the Secretary of State State of Delaware

It is hereby certified that:

- 1. The name of the business trust (hereinafter referred to as the "Trust") is Buffalo-Victoria Business Trust.
 - 2. Resident Trustee of the Trust is hereby amended to read as follows:

Mark A. Ferrucci, 1209 Orange Street, Wilmington, Delaware 19801.

- Mark A. Ferrucci replaces Wilmington Trust Company, a Delaware banking corporation, as Resident Trustee.
 - 3. The undersigned individuals are trustees of the Trust.
 - 4. This Certificate of Amendment to Certificate of Trust shall be effective at 12 a.m. on February 1, 2002.

Signed on: January 29, 2002

B

Victoria Trust SPE, Inc., Managing Trustee

David H. Baldauf, Vice President-

Certificate of Amendment approved this & day of January, 2002.

Victoria Estates, LTD

By: Benderson-Victoria, L.C., its general partner,

Owner Participant

The undersigned hereby agrees to serve as Resident Trustee effective February 1, 2002.

Mark A. Ferrucci, Successor Resident Trustee