

Division of Corporations

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A04-1104**LIMITED PARTNERSHIP AMENDMENT****MAYFAIR MANOR, LLLP**

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAYFAIR MANOR, LLLP
(DOCUMENT NO. A04000001104)**

THIS CERTIFICATE OF AMENDMENT is made this 27 day of July, 2004, by Mayfair GP, LLC, a Florida limited liability company, and Atlantic Pavilion II, LLC, a Florida limited liability company, as the general partners of MAYFAIR MANOR, LLLP, a Florida limited liability limited partnership (the "Partnership"). The undersigned certify as follows:

1. The name of the limited partnership is Mayfair Manor, LLLP.
2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on July 7, 2004.
3. New paragraphs 7 and 8 are hereby added:

"7. The nature of the business and of the purposes to be conducted and promoted by the Partnership is to engage solely in the activity of:

A. Own, develop, operate, manage, lease, sell or otherwise dispose of certain parcels of real property, together with all improvements located thereon, in Deerfield Beach, Broward County, Florida (the "Property"), and in connection therewith, to obtain a loan from City National Bank of Florida (the "Lender") in the approximate original principal amount of \$9,490,000 (the "Indebtedness"), secured by a mortgage in favor of Lender encumbering the Property.

B. To exercise all powers enumerated in the Florida Revised Uniform Limited Partnership Act necessary, convenient or incidental to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

8. Notwithstanding anything to the contrary in this Certificate of Limited Partnership, for so long as the Indebtedness is outstanding, the following provisions shall apply to the Partnership:

8.1 **Organizational Restrictions.** For so long as the Indebtedness is outstanding, the Partnership shall:

- (a) except with the prior written consent of the Lender, not amend either Article 7 or Article 8 of its Certificate of Limited Partnership;

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(b) not engage in any business activity other than as set forth in Article 7 hereof; or

(c) not dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Partnership's assets.

8.2 Separateness. The Partnership shall:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements separate from any other entity;

(e) pay its own liabilities out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe organizational formalities in all material respects;

(h) pay the salaries of its own employees;

(i) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(j) not acquire obligations or securities of affiliates or shareholders;

(k) not make loans to any other person or entity;

(l) allocate fairly and reasonably any overhead for shared office space;

(m) use separate invoices and checks;

(n) not pledge its assets for the benefit of any other entity;

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(c) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and

8.3 Conflict. In the event of a conflict between any of the provisions contained in this Article 8 and any other provisions of the Certificate of Limited Partnership or the Partnership's limited liability limited partnership agreement, the terms of this Article 8 shall govern."

4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

GENERAL PARTNERS:

Mayfair GP, LLC, a Florida limited liability company, general partner

By: NSW Development Corp, a
New York Corporation, its manager

By: 
Norman Weinstein, President

Atlantic Pavilion II, LLC, a Florida limited liability company, general partner

By: Perceptive Visions, LLC, a Delaware limited liability company, its manager

By: 
Michael Cormier, Manager

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