

A05882

(Requestor's Name)

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PICK-UP WAIT MAIL

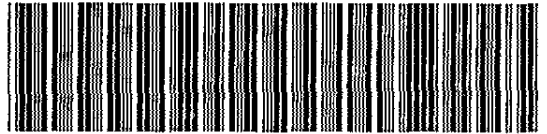
(Business Entity Name)

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03 OCT 13 PM 3:23
DIVISION OF CORPORATIONS

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03 OCT 13 PM 4:27
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301 (850) 878-4734
Kathi or Brent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Landva - Leesborg, Ltd A05882
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 10/13/03 Certified Copy

*pls stop
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Mail Out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LANDURA-LEESBURG, LTD.**

03 OCT 13 PM 4:27
FILED
HALLANDALE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on the 27th day of July, 1977 as further amended by that certain **Amended and Restated Certificate and Agreement of Limited Partnership** dated June 29, 1978 and filed with the Secretary of State of the State of Florida on June 30, 1978, and that certain **Amendment to Certificate of Limited Partnership** dated January 1, 2000, and filed with the Secretary of State of the State of Florida on January 3, 2000; adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. The General Partner's name and address is as follows:

Windemere RRH, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

L03000025957

2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Second Amendment to the Amended and Restated Agreement of Limited Partnership pursuant to Exhibit A is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate as to the 1st day of October, 2003.

By: **Windemere RRH, LLC**
A Florida Limited Company
SOLE GENERAL PARTNER

By: 
Thomas F. Flynn, Manager

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OCT 13 PM 4:21
TALLAHASSEE, FLORIDA

SECOND AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP FOR
LANDURA-LEESBURG, LTD.

THIS SECOND AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR LANDURA-LEESBURG, LTD. ("Amendment"), is made and entered into effective as of the 1st day of October, 2003, by and among THOMAS F. FLYNN, as withdrawing General Partner (the "Withdrawing General Partner"), MICHAEL EPHRON, LEONARD HULTGREN, ALAN D. PESKY, RICHARD ROTH, SAM SCALI and MARVIN SLOVES, as the Limited Partners (collectively, the "Limited Partners"), and WINDEMERE RRII, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, LANDURA-LEESBURG, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership dated July 21, 1977 which was filed with the Secretary of State of the State of Florida on July 27, 1977 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Certificate and Agreement of Limited Partnership dated June 29, 1978 and filed with the Secretary of State of the State of Florida on June 30, 1978, and that certain Amendment to Certificate of Limited Partnership dated January 1, 2000, and filed with the Secretary of State of the State of Florida on January 3, 2000 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner is transferring a portion of his right, title and interest as the General Partner in the Partnership to the Substitute General Partner and is converting the remainder of his interest into the interest of a Special Limited Partner, as of the effective date hereof; and

WHEREAS, the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's consent to all of the following: (i) having Thomas F. Flynn transfer a portion of his interest in the Partnership to the Substitute General Partner; (ii) having Thomas F. Flynn withdraw as an individual General Partner; (iii) having Windemere RRII, LLC admitted as the new and sole General Partner; (iv) converting Thomas F. Flynn to a Special Limited Partner; and (v) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

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TALLAHASSEE, FLORIDA

(1) Section 1.2, Principal Place of Business, and the reference to the Partnership's place of business in Section 13.1 shall be amended by replacing the designation of the principal place of business of the Partnership with:

*516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302*

(2) Section 1.3(a) shall be amended to provide that the name and address of the General Partner is as follows:

*Windemere RRH, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-*

(3) Section 2.11 shall be amended and restated as follows:

"General Partner means Windemere RRH, LLC (as the successor to Thomas F. Flynn), or other Person or Persons that succeed it in that capacity."

(4) Upon his withdrawal as the General Partner, Thomas F. Flynn is transferring three-tenths (0.3) of his General Partner Unit to the Substitute General Partner and the remaining portion of Thomas F. Flynn's interest in the Partnership represented by the remaining seven-tenths (0.7) of such General Partner Unit is hereby converted into the interest of a Special Limited Partner, and Thomas F. Flynn shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement with respect to such retained interest. The names and addresses of the Partners and their respective Units in the Partnership are set forth on Schedule "A" attached hereto and made a part hereof by reference, and Section 3.1 is hereby amended in accordance therewith.

(5) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(6) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(7) By signing this Amendment, all parties below hereby consent to the simultaneous transfer of a portion of Thomas F. Flynn's interest in the Partnership to the Substitute General Partner, the withdrawal of Thomas F. Flynn as an individual General Partner, the conversion of Thomas F. Flynn to a Special Limited Partner, and the admission of Windemere RRH, LLC as the new sole General Partner of the Partnership, all as described herein, and the other amendments to the Partnership Agreement set forth herein.

IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above.

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TALLAHASSEE, FLORIDA

SUBSTITUTE GENERAL PARTNER:

WINDEMERE RRII, LLC,
a Florida limited liability company

ATTEST:

By: Linda Sadler
Print Name: LINDA SADLER

By: Thomas F. Flynn
Thomas F. Flynn, Manager

WITNESSES:

Linda Sadler
Print Name: LINDA SADLER
Nancy R. Poling
Print Name: NANCY R. POLING

WITHDRAWING GENERAL PARTNER:

Thomas F. Flynn
THOMAS F. FLYNN

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 1st day of October, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Thomas F. Flynn**, both individually and as Manager of **Windemere RRII, LLC**, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of **Windemere RRII, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Carol Hildebrandt
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC988525
My Commission Expires:

Limited Partners' Signature Pages and Notary Acknowledgments Follow



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03 OCT 13 PM 4:27
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

Michael Ephron
MICHAEL EPHRON

Print Name: Michael Ephron

Print Name: _____

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 5th day of AUGUST, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Michael Ephron**, a Limited Partner, who is personally known to me or produced N.Y. DRIVERS LICENSE as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Robert Gunn

Notary Public **ROBERT GUNN**
Print Name: **Notary Public, State of New York**
No. 4932821
Commission No: **Qualified in Suffolk County**
Certificate Filed in New York County
My Commission Expires **8/1/06**

Limited Partners' Signature Pages and Notary Acknowledgments Follow

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TALLAHASSEE, FLORIDA

LIMITED PARTNER:

Margaret G. Brown
Print Name: Margaret G. Brown

Leonard Hultgren
LEONARD HULTGREN

Clara P. Rocchetta
Print Name: Clara P. Rocchetta

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 5 day of August, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Leonard Hultgren**, a Limited Partner, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



Martha Maroney
Notary Public
Print Name: Martha Maroney
Commission No: DD 149517
My Commission Expires: 9/25/06

Limited Partners' Signature Pages and Notary Acknowledgments Follow

03 OCT 13 PM 4:27
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

ALAN D. PESKY
Print Name: _____

[Signature]
ALAN D. PESKY

Print Name: _____

STATE OF _____
COUNTY OF _____

On this 4 day of Sept, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Alan D. Pesky, a Limited Partner, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I heretunto set my hand and affixed my seal on the date and year first written above.

BECKY L KLASSEN
Notary Public
State of Idaho

[Signature]
Notary Public
Print Name: BECKY KLASSEN
Commission No: N/A
My Commission Expires: 11/16/07

Limited Partners' Signature Pages and Notary Acknowledgments Follow

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03 OCT 13 PM 4:27
CLERK OF DISTRICT COURT
FALLS CHURCH, VIRGINIA

LIMITED PARTNER:

Print Name: Richard Roth

Richard Roth
RICHARD ROTH

Print Name: _____

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 8TH day of SEPT, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Richard Roth**, Limited Partner, who is personally known to me or produced Richard Roth as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Craig Wexler 9/21/03
Notary Public

Print Name: CRAIG WEXLER
Commission No: Notary Public, State of New York
NO. 01WE6071493
My Commission Expires Notarified in New York County
Commission Expires March 18, 2006

Limited Partners' Signature Pages and Notary Acknowledgments Follow

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SERIALS & RECORDS SECTION
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

Sam Scali
SAM SCALI

Print Name: SAM SCALI

a/k/a SAMUEL M. SCALI
Print Name: _____

STATE OF NEW YORK
COUNTY OF QUEENS

On this 3rd day of September, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Sam Scali, a Limited Partner, who is personally known to me or produced Drv. Lic. NY # 913094 733 as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Charlene Glenn

Notary Public **CHARLENE GLENN**
Print Name: **Notary Public State of New York**
Commission No: **No. 01GL5059760**
My Commission Expires: **Qualified in Queens County**
Commission Expires May 6, 2006

Limited Partner's Signature Page and Notary Acknowledgment Follows

LIMITED PARTNER:

Marvin Sloves

Print Name: _____

MARVIN SLOVES

Print Name: _____

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TALLAHASSEE, FLORIDA
STATE

STATE OF New York
COUNTY OF New York

On this 24th day of September, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Marvin Sloves**, a Limited Partner, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Maria E. Lopez

Notary Public

Print Name: MARIA E. LOPEZ

Commission No: _____

My Commission Expires: _____

MARIA E. LOPEZ
Notary Public, State of New York
No. 01LO4689593
Qualified in Richmond County
Commission Expires Jan. 31, 2007

SCHEDULE "A"

GENERAL PARTNER:

GENERAL PARTNER UNITS

Windemere RRH, LLC 516 Lake View Road, Unit 8 Clearwater, FL 33756-3301	0.30
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LIMITED PARTNERS:

LIMITED PARTNER UNITS

Michael Ephron c/o Ephron, Papizion, Ephron 18 East 41 st St., #1806 New York, NY 10017	3.00
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Leonard Hultgren 12386 Coconut Row Palm Beach Gardens, FL 33410	5.50
---	------

Alan D. Pesky 437 Madison Ave., 34 th Floor New York, NY 10022	5.50
---	------

Richard Roth 73 Cross Bridge Road Chappaqua, NY 10514	2.00
---	------

Sam Scali 17705 Croydon Road Jamaica Estates, NY 11432	5.50
--	------

Marvin Sloves P.O. Box 50 North Salem, NY 10560	5.50
---	------

SPECIAL LIMITED PARTNERS:

**CONVERTED
GENERAL PARTNER UNITS**

Thomas F. Flynn 516 Lake View Road, Unit 8 Clearwater, FL 33756-3301	0.70
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Richard J. Bjelland 888 Wilson Street Woodburn, OR 97071	1.00
--	------

Roger B. Midura 1761 Breakers West Boulevard West Palm Beach, FL 33411	1.00
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Total Limited Partner Units:	27.00
Total General Partner and Converted General Partner Units:	3.00

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FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.