

A 06439

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

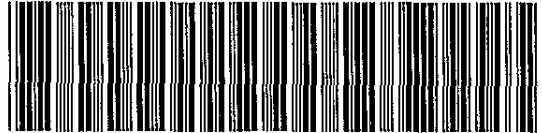
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300022233343

08/26/03--01058--008 **105.00

03 AUG 26 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

03 AUG 26 PM 1:19
DEPARTMENT OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

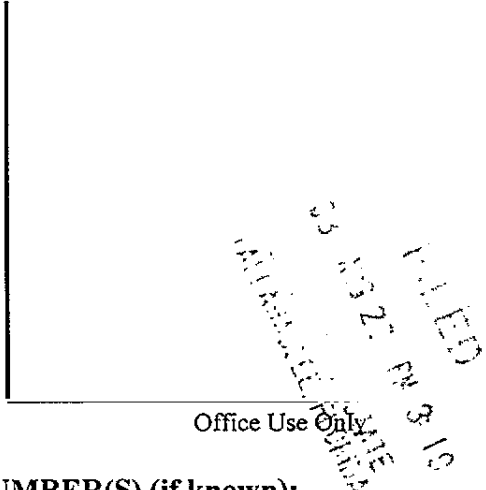
BR

Capitol Services, Inc.

1045 Merritt Drive

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent



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

1. North Grove Associates, Ltd A06439
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 8/26/03

Certified Copy *pls certify ea. pp.*

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
NORTH GROVE ASSOCIATES, LTD.**

FILED
03 AUG 26 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, 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 17th day of March, 1978, as further amended by that certain **Amended and Restated Certificate and Agreement of Limited Partnership** dated December 29, 1978 and filed with the Secretary of State of the State of Florida on January 11, 1979, that certain **Certificate and Agreement of Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership** dated July 24, 1979, and filed with the Secretary of State of the State of Florida on August 29, 1979, 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:

North Grove, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

L03000025959

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 6th day of August 2003.

By: **North Grove, LLC**
A Florida Limited Company
SOLE GENERAL PARTNER

By: 
Thomas F. Flynn, Manager

Exhibit A

THIRD AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP FOR
NORTH GROVE ASSOCIATES, LTD.

03 AUG 26 PM 3 19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS THIRD AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR NORTH GROVE ASSOCIATES, LTD. ("Amendment"), is made and entered into effective as of the 6th day of August, 2003, by and among THOMAS F. FLYNN, as withdrawing General Partner (the "Withdrawing General Partner"), CAROLYN DALZELL, as the Limited Partner (the "Limited Partner"), and NORTH GROVE, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, NORTH GROVE ASSOCIATES, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership dated March 17, 1978 which was filed with the Secretary of State of the State of Florida on April 10, 1978 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Certificate and Agreement of Limited Partnership dated December 29, 1978 and filed with the Secretary of State of the State of Florida on January 11, 1979, that certain Certificate and Agreement of Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership dated July 24, 1979, and filed with the Secretary of State of the State of Florida on August 29, 1979, 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 North Grove, 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:

(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:

*North Grove, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-*

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

"General Partner means North Grove, 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 North Grove, LLC as the

FILED
AUG 26 PM 3 19
CLERK OF DISTRICT COURT
FLORIDA
TALLAHASSEE

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.

FILED
AUG 28 PM 3:19
STATE OF FLORIDA
TALLAHASSEE

SUBSTITUTE GENERAL PARTNER:

- NORTH GROVE, LLC,
a Florida limited liability company

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

ATTEST:

By: Linda Sallon
Print Name: LINDA SALLON

WITNESSES:

Linda Sallon
Print Name: LINDA SALLON
Katherine Scatko
Print Name: Katherine Scatko

WITHDRAWING GENERAL PARTNER:

Thomas F. Flynn
THOMAS F. FLYNN

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 6th day of August, 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 **North Grove, 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 **North Grove, 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
Commission # **CC 988325**
Expires Jan. **31, 2005**
Bonded Through
Atlantic Bonding Co., Inc.

Carol Hildebrandt
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC 988325
My Commission Expires: 1/31/05

Limited Partner's Signature Page and Notary Acknowledgment Follows

LIMITED PARTNER:

X. [Signature]
Print Name: ALAN SPICERWARDI
X. [Signature]
Print Name: NANCY PELLICCILO

X. [Signature]
CAROLYN DALZELL

FILED
08 AUG 26 PM 3:19
NOTARY PUBLIC STATE OF FLORIDA

STATE OF New York
COUNTY OF Westchester

On this 6th day of August, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Carolyn Dalzell**, the Limited Partner, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that she executed and delivered the same as the Limited Partner, and for the purposes therein contained.

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

[Signature]
Notary Public
Print Name: Shih Sung Wang
Commission No: _____
My Commission Expires:

Shih Sung Wang
Notary Public, State of New York
Registration #01WA6039093
Qualified In Queens County
My Commission Expires March 27, 2006

SCHEDULE "A"

GENERAL PARTNER:

North Grove, LLC
516 Lake View Road, Unit 8
Clearwater, FL 33756-3301

GENERAL PARTNER UNITS

0.30

LIMITED PARTNER:

Carolyn Dalzell
c/o The Chase Manhattan Bank
One Chase Manhattan Plaza
5th Floor
New York, NY 10081
Attn: Erica Caniand, Tax Department

LIMITED PARTNER UNITS

27.00

SPECIAL LIMITED PARTNERS:

Thomas F. Flynn
516 Lake View Road, Unit 8
Clearwater, FL 33756-3301

0.70

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

Total Limited Partner Units:

27.00

Total General Partner and Converted General Partner Units:

3.00

03 AUG 26 PM 3:19
FILED
STATE OF FLORIDA
TALLAHASSEE