

A13847

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 17 2006

THE
Shapiro
LAW FIRM

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Fort Lauderdale, Florida 33322
Telephone: 954-382-0088
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May 4, 2006

VIA DHL OVERNIGHT

Florida Secretary of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: 300 Pine Island Associates, Ltd. (document number A13847)

Dear Sir or Madam:

Enclosed please find a Certificate of Amendment for the above-referenced limited partnership, along with our check in the amount of \$52.50 to cover the filing fee for such amendment.

Please contact the undersigned with any questions or comments.

Sincerely,



Kenneth W. Shapiro

KWS:hs
Enclosures

**CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
300 PINE ISLAND ASSOCIATES, LTD.**

PARTNERSHIP NAME

The name of the limited partnership to which this document applies is 300 Pine Island Associates, Ltd.

DATE OF FILING CERTIFICATE OF LIMITED PARTNERSHIP

The original Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on January 14, 1983, and the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on June 8, 1983

AMENDMENT

By virtue of the resignation of Allen I. Morris as Managing General Partner (effective on the selection of his successor) and the selection by a majority of the General Partners of Kenneth E. Morris as successor Managing General Partner, the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd., as previously amended, is hereby further amended as follows:

1. Kenneth E. Morris is added as a General Partner.
2. The reference to "Allen I. Morris" in Article 1.6 shall be deleted and replaced with "Kenneth E. Morris."
3. Article 8.4 shall be deleted and replaced with the following:

8.4 Unless the General Partners shall otherwise agree among themselves in writing, all allocation of profits, losses, credits or cash flow to be made to the General Partners pursuant to this Article shall be apportioned among the General Partners as follows: (i) forty-four (44%) percent to Allen I. Morris, (ii) twenty-five (25%) percent to David H. Hillman, (iii) thirty (30%) percent to Steven L. Cohen, and (iv) one (1%) percent to Kenneth E. Morris.

Except as necessary to effectuate the foregoing, the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd., as previously amended, shall remain in full force and effect. Nothing within this Amendment otherwise affects the status of Allen I. Morris as a General Partner.

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In witness whereof, the undersigned have executed this Certificate of Amendment as of the 7th day of May, 2006.

Witnesses:

Esther de Santa

William L. Kain

Esther de Santa

William L. Kain

Kenneth E. Morris

Kenneth E. Morris,
Managing General Partner

Allen I. Morris

Allen I. Morris,
General Partner

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