

Document Number

A15317

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

600002963026

-08/18/99--01047--023

\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

Continental Village Associates Ltd.

FILED OF STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 AUG 18 PM 3:52

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS
- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/18/99

PLEASE RETURN EXTRA COPY (S)  
FILE STAMPED  
THANKS  
JOEY

RECEIVED

BH 8/18/99

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 18 PM 3:52

Continental Village Associates Ltd. (997A00044807)

(Insert name currently on file with Florida Dept. of State)

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 September 19, 1983, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** Amendment(s): (indicate article number(s) being amended, added, or deleted)

Section 7 of the Partnership Agreement is hereby amended (see attached).

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

**THIRD:** Signature(s)

Signature of current general partner:

  
\_\_\_\_\_  
Paul M. Zlotoff

Signature(s) of new general partner(s), if applicable:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**CONTINENTAL VILLAGE ASSOCIATES LTD.  
SIXTH AMENDMENT TO  
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP**

This Sixth Amendment to Agreement and Certificate of Limited Partnership ("Amendment") is executed on December 28, 1998, by and among Paul M. Zlotoff, Cameron Buchanan ("C. Buchanan") and Dean M. Buchanan, as General Partners of CONTINENTAL VILLAGE ASSOCIATES LTD., a Florida limited partnership (the "Partnership").

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 14 10 3:52 AM '98

**RECITALS**

- A. The Partnership is a limited partnership presently existing under the laws of the State of Florida pursuant to an Agreement and Certificate of Limited Partnership filed on September 19, 1983, as amended and restated by that First Amended and Restated Agreement and Certificate of Limited Partnership dated October 21, 1983, as amended (the "Partnership Agreement").
- B. The General Partners made calls for additional capital contributions on January 1, 1995 and January 30, 1998. As a result of these additional capital calls, the General Partners desire to amend the Partnership Agreement to reflect the accurate percentage interests held by each of the partners of the Partnership.
- C. All capitalized terms which are not defined herein shall have the meaning ascribed to them in the Partnership Agreement.

NOW, THEREFORE, the parties hereto agree as follows:

1. Percentage Interests. Section 7 of the Partnership Agreement is amended to set forth the proportionate share of each Partner in the net profits and losses and the Net Cash Flow of the Partnership as follows:

General Partners

Paul M. Zlotoff	13.85%
Cameron F. Buchanan	1.00%
Dean M. Buchanan	5.84%

Limited Partners

Cameron F. Buchanan and Dean M. Buchanan as Trustees for the G. Cameron Buchanan and Helen G. Buchanan Trust	14.01%
Holmes Layton Investment Group	30.47%
Florida Park Investments	7.31%
Lee Zlotoff	2.84%
Joseph Rose	3.11%
Charles Soberman	2.04%
Randolph J. Friedman	.97%
G.B.M.K. Associates Limited Partnership	9.13%
C and M Family Partnership	9.42%
	<u>100.00%</u>

2. Continued Effect of Partnership Agreement. Except as hereby amended, all other terms of the Partnership Agreement remain unchanged.

3. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

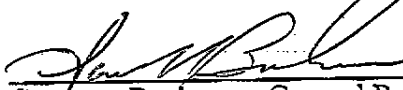
IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 18 PM 3:52

**PARTNERS:**


  
Paul M. Zlotoff, General Partner

  
Dean M. Buchanan, General Partner

  
Cameron Buchanan, General Partner

**LIMITED PARTNERS:**

G. CAMERON BUCHANAN AND HELEN G. BUCHANAN TRUST, Limited Partner

By:   
Cameron F. Buchanan, Trustee

By:   
Dean M. Buchanan, Trustee

  
PAUL M. ZLOTOFF, attorney in fact for the following limited partners:

HOLMES LAYTON INVESTMENT GROUP,  
a Michigan limited partnership  
FLORIDA PARK INVESTMENTS  
LEE ZLOTOFF  
JOSEPH ROSE  
CHARLES SOBERMAN  
RANDOLPH J. FRIEDMAN  
G.B.M.K. ASSOCIATES LIMITED  
PARTNERSHIP, a Michigan limited  
partnership