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August 13, 1997

Secretary of State  
 State of Florida  
 Division of Corporations  
 Post Office Box 6327  
 Tallahassee, FL 32314

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 AUG 19 AM 10:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Re: Gateway Plaza, Ltd.

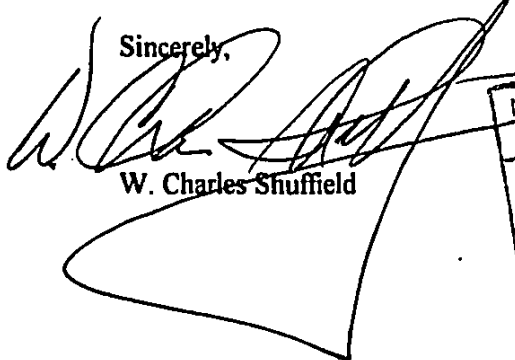
Dear Sir or Madam:

Enclosed please find the following documents which we are submitting for purposes of amending the Certificate of Limited Partnership for the above-referenced partnership:

1. Two duplicate originals of the Amended and Restated Certificate of Limited Partnership for the Partnership; and
2. A check in the amount of \$52.50, representing the filing fee.

Please provide a stamped copy of the Amended and Restated Certificate of Limited Partnership to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,



W. Charles Shuffield

WCS:ldr  
 Enclosures  
 cc: Mr. Alan Scarboro (w/o enc.)

Name	CM
Availability	
Document Examiner	
Updater	
Unit or Verifier	
Acknowledgement	
W. P. Verityer	

DUPLICATE ORIGINAL

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**GATEWAY PLAZA, LTD.**

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FILED  
97 AUG 19 AM 10: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to amend and restate the Certificate of Limited Partnership of Gateway Plaza, Ltd. (the "Partnership") as originally filed with the Florida Secretary of State on May 2, 1985, as subsequently amended pursuant to the Uniform Limited Partnership Law of the State of Florida, hereby adopt, file, swear to and certify that this Certificate is hereby amended and restated pursuant to the Revised Uniform Limited Partnership Act of the State of Florida to read in its entirety:

1. Name. The name of the partnership is "GATEWAY PLAZA, LTD." (the "Partnership").
2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at 1201 South Orlando Avenue, Winter Park, Florida 32789. The mailing address of the Partnership is Post Office Box 8181, Winter Park, Florida 32790.
3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Guy D. Colado at 1201 S. Orlando Avenue, Winter Park, Florida 32789.
4. Name and Place of Residence of the Partners. The names and addresses of the Partners, General and Limited, respectively, are as set forth on Schedule "A" attached hereto and incorporated herein by reference.
5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2035, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.
6. Net Profit and Net Loss Distribution. All net profits and net losses of the Partnership, as determined for federal income tax purposes, shall be allocated as follows at the conclusion of each calendar year:

X

General Partner. . . . .	1%
Limited Partners. . . . .	<u>99%</u>
Total. . . . .	<u>100%</u>

The exact percentage of net profits and net losses each Limited Partner is entitled to is set forth on Schedule "A," which is attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have sworn to and signed this amended and restated Certificate of Limited Partnership this 12<sup>th</sup> day of AUGUST, 1997, pursuant to Section 620.109, Florida Statutes.

GATEWAY PLAZA, LTD.

By: NBOC, INC., General Partner

(CORPORATE SEAL)

By:   
\_\_\_\_\_  
GUY D. COLADO, President

**SCHEDULE "A"**  
  
**TO THE**  
  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
  
**OF**  
  
**GATEWAY PLAZA, LTD.**

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The General Partner receives an aggregate of one percent of the Partnership's Net Profits and Net Losses.

<b>GENERAL PARTNER NAME AND BUSINESS ADDRESS</b>	<b>PERCENTAGE OF GENERAL PARTNER'S 1% SHARE OF NET PROFITS AND NET LOSSES</b>
NBOC, INC. 1201 South Orlando Avenue Winter Park, Florida 32789	100%

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See the next page for a list of the Limited Partners, the number of units held by each and their respective percentage of the Limited Partners' 99% share of the Partnership's Net Profits and Net Losses.

Limited Partners receive an aggregate of 99% of the Partnership's Profits and Losses. This 99% interest is allocated among the Limited Partners as follows:

<b>LIMITED PARTNERS NAME AND ADDRESSES</b>	<b>NUMBER OF UNITS</b>	<b>PERCENTAGE OF LIMITED PARTNERS' 99% SHARE OF NET PROFITS AND NET LOSSES <sup>(1)</sup></b>
Catherine T. BALDWIN and Richard O. BALDWIN 1515 Glencoe Road Winter Park, FL 32789	260.73	2.25%
Richard O. BALDWIN, Jr. 500 Osceola Avenue #719 Winter Park, FL 32789	260.73	2.25%
Virginia M. BARKER 1037 Lakemont Circle Winter Park, FL 32792	215.01	1.86%
C. Durham BARNES 481 Virginia Drive Winter Park, FL 32789	294.26	2.54%
Jeanne P. BATTAGLIA Post Office Box 574738 Orlando, FL 32857-4738	332.74	2.88%
Robert E. BATTAGLIA Post Office Box 574738 Orlando, FL 32857-4738	332.74	2.88%
William P. BATTAGLIA 1140 Keyes Avenue Winter Park, FL 32789	332.74	2.88%

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(1) Rounded to the nearest hundredth.

LIMITED PARTNERS NAME AND ADDRESSES	NUMBER OF UNITS	PERCENTAGE OF LIMITED PARTNERS' 99% SHARE OF NET PROFITS AND NET LOSSES <sup>(1)</sup>
Robert B. BOSWELL c/o Cardiology Consultants 2320 N. Orange Avenue Orlando, FL 32804	262.78	2.27%
Carl H. CAHILL and Rachel W. CAHILL, JT/WROS 2533 Fox Squirrel Apopka, FL 32703	221.47	1.92%
Brantly Walker CLAYTON 3300 Lakeshore Drive Orlando, FL 32803	348.17	3.01%
Craig Helvenston CLAYTON 3200 Lakeshore Drive Orlando, FL 32803	348.17	3.01%
Kenneth M. CLAYTON 2800 Lakeshore Drive Orlando, FL 32803	348.17	3.01%
Mark Alexander CLAYTON 2524 Shrewsbury Road Orlando, FL 32803	348.17	3.01%
Guy D. COLADO 1936 Fawsett Road Winter Park, FL 32789	251.86	2.18%

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(1) Rounded to the nearest hundredth.

LIMITED PARTNERS NAME AND ADDRESSES	NUMBER OF UNITS	PERCENTAGE OF LIMITED PARTNERS' 99% SHARE OF NET PROFITS AND NET LOSSES <sup>(1)</sup>
Dorothea M. Fox, as Trustee of the A. Ross Evans and Cora B. Evans Trust FBO Howard Ross EVANS dated December 22, 1995 5100 Howell Branch Road Winter Park, FL 32792	312.01	2.70%
Clarita GARCIA 621 Dommerich Drive Maitland, FL 32751	724.86	6.27%
Geraldine R. GARCIA 941 Tusawilla Trail Winter Springs, FL 32708	262.78	2.27%
Manual A. GARCIA III 941 Tusawilla Trail Winter Springs, FL 32708	724.86	6.27%
William A. HEADLEY, Jr. and Helen G. HEADLEY, JT/WROS 1128 Woodland Street Orlando, FL 32806	403.65	3.49%
Peter IUDICONE 10 Bartina Lane Stamford, CT 06902	311.60	2.70%
Wendell J. KISER 1150 Banbury Trail Maitland, FL 32751	237.99	2.06%
Alyce LOVELACE 3212 N. Kenmore Street Arlington, VA 22207	311.60	2.70%

(1) Rounded to the nearest hundredth.

LIMITED PARTNERS NAME AND ADDRESSES	NUMBER OF UNITS	PERCENTAGE OF LIMITED PARTNERS' 99% SHARE OF NET PROFITS AND NET LOSSES <sup>(1)</sup>
Winston LOVELACE c/o GPC Management, Inc. 5125 Adanson Street #400 Orlando, FL 32804-1329	934.81	8.09%
Lee Davis ROE TRUST c/o Mrs. Lee Davis Roe Post Office Box 9334 Winter Haven, FL 33883-9334	558.56	4.83%
Carol Anne Clayton SEALY 2600 Norfolk Road Orlando, FL 32803	348.17	3.01%
W. Charles SHUFFIELD and Karen SHUFFIELD, JT/WROS 2307 Lakeside Drive Orlando, FL 32803	237.99	2.06%
Roland A. SUTCLIFFE, JR. 112 Greenleaf Lane Altamonte Springs, FL 32714	236.86	2.05%
Everette H. Fischer and Alice M. McMahon, as Co-Trustees of the JOHN A. SUTTON TRUST AGREEMENT DATED MAY 20, 1988 Post Office Box 367 Orlando, FL 32802-0367	1,006.61	8.70%
James S. VENETOS 21 Barringer Road Darien, CT 06820	311.60	2.70%

(1) Rounded to the nearest hundredth.



LIMITED PARTNERS NAME AND ADDRESSES	NUMBER OF UNITS	PERCENTAGE OF LIMITED PARTNERS' 99% SHARE OF NET PROFITS AND NET LOSSES <sup>(1)</sup>
Mary C. WARREN 3049 Valencia Terrace Charlotte, NC 28211	348.17	3.01%
Bernard J. ZIMMERMAN 107 Water Oak Lane Altamonte Springs, FL 32701	132.14	1.14%
<b>TOTAL</b>	11,562.00 <sup>(2)</sup>	100.00%

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(1) Rounded to the nearest hundredth.

(2) The Partnership redeemed 738 Units in March 1989.