



THE UNITED STATES
CORPORATION
COMPANY

A22388

ACCOUNT NO. : 072100000032

REFERENCE : 182555 4323655

AUTHORIZATION :

Patricia Pijet

COST LIMIT \$ 52.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:19

ORDER DATE : March 25, 1999

ORDER TIME : 10:34 AM

000002818280--6

ORDER NO. : 182555-005

CUSTOMER NO: 4323655

CUSTOMER: Preston O. Cockey, Jr., Esq
Annis Mitchell Cockey Edwards
Suite 2100
201 N. Franklin Street
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 3:20

DOMESTIC AMENDMENT FILING

NAME: WHALEY'S SHOPPING CENTER, LTD.

bpc
3/25/99

EFFECTIVE DATE:

(3)

ARTICLES OF AMENDMENT
XX RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

3/25/99
bpc

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS
99 MAR 25 PM 3:20
DIVISION OF CORPORATIONS

RECEIVED

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
WHALEY'S SHOPPING CENTER, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 3:20

The undersigned, hereby executes and swears to this Amended and Restated Certificate of Limited Partnership for the purpose of amending and restating the Certificate of Limited Partnership filed on April 17, 1986, with the Florida Department of State (the "Certificate"), pursuant to § 620.109 of the Florida Statutes.

1. Name of Partnership. The name of the Partnership is "Whaley's Shopping Center, Ltd."

2. Address for Recordkeeping Office; Agent for Service of Process. The office at which the records required by Florida Statutes, § 620.106, shall be kept is located at ^{South} 601 Magnolia Avenue, Tampa, Florida 33602 and the name of the Partnership's agent for service of process at said address is Charles E. Mendez, Jr.

3. Name and Business Address of the General Partner. The name and address of the General Partner is as follows:

Name 89900000 2784
Whaley's Center, Inc.

Address
South
601 Magnolia Avenue
Tampa, Florida 33602

4. Mailing Address for Partnership. The mailing address of the Partnership is 601^{South} Magnolia Avenue, Tampa, Florida 33602.

5. Term. The term for which the Partnership is to exist shall be until December 31, 2016, unless sooner terminated in accordance with the Amended and Restated Limited Partnership Agreement for Palms Plaza Partners, Ltd.

DATED this 11th day of January, 1999.

GENERAL PARTNER:—

WHALEY'S CENTER, INC.

By

Charles E. Mendez, Jr.,
President

STATE OF GEORGIA
COUNTY OF DEKALB

The foregoing instrument was acknowledged before me this 11th day of January, 1999, by Charles E. Mendez, Jr., as President of Whaley's Center, Inc., a Florida corporation, as General Partner of Whaley's Shopping Center, Ltd., a Florida limited partnership, on behalf of the corporation and the limited partnership, and who is personally known to me or has produced _____ as identification.

Sharon L. Long
NOTARY PUBLIC

Name: _____

Sharon L. Long
Notary Public, DeKalb County, Georgia
My Commission Expires January 8, 2003

1074-051-0627594.01