



THE UNITED STATES
CORPORATION
COMPANY

A 28888 **FILE 1**

ACCOUNT NO. : 072100000032

REFERENCE : 543105 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 25, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 543105-005

CUSTOMER NO: 5801A

CUSTOMER: Mr. Chris Shupert
Pavese Garner Haverfield

1833 Hendry Street
Fort Myers, FL 33901-3095

1. FILING 52.50
2. AGENT FEE 52.50
3. COPY 52.50
TOTAL 157.50
4. BANK 105.00
BALANCE DUE 52.50
FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 1:04

DOMESTIC AMENDMENT FILING

NAME: ALAGOLD COMMUNITIES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

200002310152-1-8
-10/02/97--01064--012
****105.00 ****105.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: KWM

Returned check for 105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 1:04

97 SEP 25 PM 11:33

A28888



FILE 200

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1997

CSC
ATTN: STEPHANIE STSCHERBAN
TALLAHASSEE, FL

SUBJECT: ALAGOLD COMMUNITIES, LTD.
Ref. Number: A28888

RESUBMIT
Please give original
submission date as file date.
97 SEP 25 PM 1:04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for ALAGOLD COMMUNITIES, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on September 12, 1989. Please amend your document accordingly.

The enclosed Limited Liability Partnership document must be filed before the amendment can be filed.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 797A00047551

97 SEP 29 PM 12:16
DIVISION OF CORPORATIONS

**AMENDMENT OF AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF ALAGOLD COMMUNITIES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 1:00

THIS AMENDMENT to Agreement and Certificate of Limited Partnership of ALAGOLD COMMUNITIES, LTD., is entered into this 24th day of September, 1997, by and among ALAGOLD CORPORATION, an Alabama corporation, authorized to conduct business in the State of Florida, as General Partner and KYLE SHINBAUM, as Limited Partner.

WHEREAS, the parties hereto are parties to a Agreement and Certificate of Limited Partnership dated September 12th, 1989 as subsequently amended, creating ALAGOLD COMMUNITIES, LTD.; and

WHEREAS, the parties desire to amend the Agreement and Certificate of Limited Partnership.

NOW, THEREFORE and in consideration of the agreements herein contained, it is agreed by and between the parties hereto as follows:

1. SECTION 1, Paragraph 1.1 of the Agreement and Certificate of Limited Partnership provides as follows:

"1.1 Partnership Name and Offices. The Partnership shall be conducted under the name and style of "Alagold Communities, Ltd.". The principal office and place of business of the Partnership shall be located at 13700 Tamiami Trail North, Naples, Florida 33963, or at such other place as the General Partner may from time to time determine and specify by written notice to all partners. The records of the Partnership required to be maintained by the Florida Revised Uniform Limited Partnership Act (the "Act") shall be maintained at the aforesaid office. The Agent for Service of Process shall be Kyle Shinbaum at 13700 Tamiami Trail North, Naples, Florida 33963."

Said SECTION 1, Paragraph 1.1 of the Agreement and Certificate of Limited Partnership shall be amended as follows:

"1.1 Partnership Name and Offices. The Partnership shall be conducted under the name and style of "ALAGOLD COMMUNITIES, LTD., L.L.P.". The principal office and place of business of the Partnership shall be located at 9751 West Terry Street, Bonita Springs, Florida 34135, or at such other place as the General Partner may from time to time determine and specify by written notice to all partners. The records of the Partnership

required to be maintained by the Florida Revised Uniform Limited Partnership Act (the "Act") shall be maintained at the aforesaid office. The Agent for Service of Process shall be Kyle Shinbaum at 9751 West Terry Street, Bonita Springs, Florida 34135."

2. The Agreement and Certificate of Limited Partnership is also amended by addition of a new Section 21 as follows:

**"SECTION 21
REGISTERED LIMITED LIABILITY PARTNERSHIP**

The Partnership and the Partners hereby further agree that the Partnership shall take any and all steps necessary to register and continue the Partnership as a Florida Registered Limited Liability Partnership pursuant to §620.78 et seq, Florida Statutes."

The Agreement and Certificate of Limited Partnership, as heretofore amended, shall remain unchanged in all others respects and shall remain in full force and effect.

IN WITNESS WHEREOF, the parties executing this Agreement have caused their hand and seal to be set this 24th day of September, 1997.

GENERAL PARTNER:
ALAGOLD CORPORATION

BY: Alan H. Goldman
ALAN H. GOLDMAN, President

LIMITED PARTNER:

Kyle Shinbaum
KYLE SHINBAUM

FILED
SECRETARY OF CORPORATIONS
91 SEP 25 PM 1:04

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ALAN H. GOLDMAN, President of ALAGOLD CORPORATION who is personally known to me or who produced _____ as identification and subscribed to the foregoing Statement of Registration, and certifies and acknowledges that he made and executed said Statement for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of September, 1997.

Jeanne K. Morris
Notary Public
Jeanne K. Morris
(Print Name)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 1:04

My Commission Expires: 12/6/98

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared KYLE SHINBAUM, who is personally known to me or who produced Mr. Dr. Pucener as identification and subscribed to the foregoing Statement of Registration, and certifies and acknowledges that he made and executed said Statement for the use and purposes therein expressed.

WITNESS my hand and official seal this 23rd day of September, 1997.

Mary Vlasak Snell
Notary Public
MARY VLASAK SNEEL
(Print Name)

My Commission Expires:

OFFICIAL NOTARY SEAL
MARY VLASAK-SNEEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC462179
MY COMMISSION EXP. MAY 23, 1999

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