

**CORPORATE
ACCESS,
INC.**

A 30110

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P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 Fax (904) 222-1666

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8/5/97

CS

☒ **CERTIFIED COPY**

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Amend.

1.) **Park Sheridan Plaza, Ltd.**
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

17.50
17.50
8/5/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -5 AM 11:07
97 AUG -5 AM 9:27
DIVISION OF CORPORATION

**SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
AND PARTNERSHIP AGREEMENT OF
PARK SHERIDAN PLAZA, LTD.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THIS SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND PARTNERSHIP AGREEMENT OF PARK SHERIDAN PLAZA, LTD. is made this 14 day of July, 1997.

WHEREAS, certain Parties, on or about May 18, 1990, formed a Limited Partnership known as PARK SHERIDAN PLAZA, LTD. ("The Partnership") under and pursuant to the laws of the State of Florida; and

WHEREAS, the Limited Partners and the General Partner, pursuant to the provisions contained in the Limited Partnership Agreement desire to amend the Limited Partnership Agreement and the Limited Partnership Certificate by substituting **DRAZIA S. RUBENSTEIN**, as Trustee of the **Drazia S. Rubenstein Trust dated March 18, 1994**, who resides at 22345 Water Circle, Boca Raton, FL 33486, as a Limited Partner in lieu of **DRAZIA S. RUBENSTEIN**; and **Steven B. Berman**, 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021, as Limited Partner in lieu of **Cherie Price**; and **Steven B. Berman**, 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021, as Limited Partner in lieu of **Christina Padula**.

NOW, THEREFORE, IN CONSIDERATION of the foregoing and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned Parties hereby agree to and do hereby assign this Amendment so that the Certificate of Limited Partnership and the Limited Partnership Agreement shall hereafter read as follows:

1. **DRAZIA S. RUBENSTEIN**, as Trustee of the **Drazia S. Rubenstein Trust dated March 18, 1994**, is hereby substituted as a Limited Partner in place of **DRAZIA S. RUBENSTEIN**, the share of the profits or other income which she, as Limited Partner, shall be entitled to receive and the percentage of any loss which she, as Limited Partner shall bear, shall be 5.1000%.
2. **Steven B. Berman** whose address is 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021, is hereby substituted as a Limited Partner in place of **Christina Padula**, the share of the profits or other income which he, as Limited Partner, shall be entitled to receive and the percentage of any loss which he, as Limited Partner shall bear, shall be 2.500%.
3. **Steven B. Berman** whose address is 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021, is hereby substituted as a Limited Partner in place of **Cherie Price**, the share of the profits or other income which he, as Limited Partner, shall be entitled to receive and the percentage of any loss which he, as Limited Partner shall bear, shall be 2.500%.

4. Except as amended hereby, the Certificate of Limited Partnership and the Limited Partnership Agreement of PARK SHERIDAN PLAZA, LTD. is hereby ratified and affirmed in all respects.

IN WITNESS WHEREOF, the undersigned General Partner, pursuant to the provisions of the Limited Partnership Agreement for and on behalf of the General Partner and all of the Limited Partners, has signed this Certificate of Amendment this 14 day of July, 1997.

PARK SHERIDAN PLAZA, INC.
General Partner and Attorney
in fact for the Limited Partners,
Pursuant to Section 18 of the Limited
Partnership Agreement of PARK
SHERIDAN PLAZA, LTD.

BY: [Signature]
HOWARD B. BERMAN, President

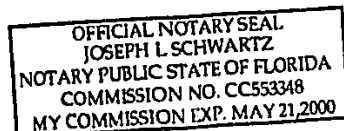
ATTEST: [Signature]
MICHAEL J. WEIL, Secretary

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STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of July, 1997, by HOWARD B. BERMAN and MICHAEL J. WEIL, as President and Secretary respectively, of PARK SHERIDAN PLAZA, INC., a Florida corporation, General Partner and Attorney-in-Fact for the Limited Partners, pursuant to Section 18 of the PARK SHERIDAN PLAZA, LTD. LIMITED PARTNERSHIP AGREEMENT, who are personally known to me or who have produced _____ as identification and who did not take an oath.



[Signature]
Notary Public
Name:
Commission No.
My Commission Expires:.

The undersigned does hereby agree to be bound by all of the terms and conditions of the Certificate of Limited Partnership and Partnership Agreement of Park Sheridan Plaza, Ltd. and to become a Substitute Limited Partner as defined therein.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 30th day of July, 1994.

Signed, Sealed and
Delivered in the presence of:

James Hanley
Michael J. [Signature]

Drazia S. Rubenstein
DRAZIA S. RUBENSTEIN, as Trustee
of the Drazia S. Rubenstein Trust dated
March 18, 1994.
Substitute Limited Partner

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JLS/mw
5-23-94

The undersigned does hereby agree to be bound by all of the terms and conditions of the Certificate of Limited Partnership and Partnership Agreement of Park Sheridan Plaza, Ltd. and to become a Substitute Limited Partner as defined therein.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 14 day of July, 1997.

Signed, Sealed and
Delivered in the presence of:

Dee G. 3
Kristen Flynn
Hand Unsigner



STEVEN B. BERMAN, (Seal)
Substitute Limited Partner

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DIVISION OF CORPORATIONS
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