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CORPORATE ACCESS, INC. P.O. Box 37066	236 Last 6th Avenue Tallanasse (32315-7066) ~ (850) 222-2660	
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## FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND PARTNERSHIP AGREEMENT OF PARK SHERIDAN PLAZA, LTD.

THIS FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND PARTNERSHIP AGREEMENT OF PARK SHERIDAN PLAZA, LTD. is made this 28th day of November, 2001.

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 William M. Seldine and Blanche Seldine, Trustees of the William M. Seldine Revocable Trust dated October 6, 1993, whose address is 6011 Rodman Street, Hollywood, FL 33023, as a Limited Partner in lieu of William M. Seldine.

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. William M. Seldine and Blanche Seldine, Trustees of the William M. Seldine Revocable Trust dated October 6, 1993, is hereby substituted as a Limited Partner in place of WILLIAM M. SELDINE, 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 5.3846%.
- 2. 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 28th day of November, 2001.

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:

HOWARD B. BERMAN, President

ATTEST:

MICHAEL J. WEIL, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of November, 2001, 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.

Nøtary Public

Name:

Commission No.

My Commission Expires:

OFFICIAL NOTARY SEAL
JOSEPH L SCHWARTZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. C0935344
MY COMMISSION FRO. LANGUAGE
MY COMMISSION FRO. L

conditions of the Certificate of Li	eby agree to be bound by all of the ferms and mited Partnership and Partnership Agreement of become a Substitute Limited Partner as defined
IN WITNESS WHEDEAE	thouse down and the same of th
day of $NoV$ , 2001.	the undersigned has set its hand and seal this $2\sqrt{2}$
Signed, Sealed and	
Delivered in the presence of:	William M Seldine
	William M. Seldine, Co-Trustee of the
	William M. Seldine Revocable Trust dated
1	
Rhodu Kosoy	October 6, 1993 . (Seal)
1 - www / own	for the same
/ 1	Blanche Seldine, Trustee of the William
t.	M. Seldine Revocable Trust Agreement
	Dated 10/6/93
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(c:\clients\berman) psp.2nd whith JLS/mm 9-10-98