

12/31/98
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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:55 A

((H96000018224 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MOUNT WASHINGTON PARTNERS, LTD.
AUDIT NUMBER.....H96000018224
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$1,750.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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Name Availability	<i>OR 1-6</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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TALLAHASSEE, FLORIDA

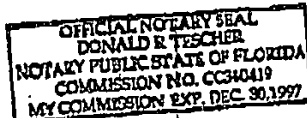
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TALLAHASSEE, FLORIDA*

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned General Partner of MOUNT WASHINGTON PARTNERS, LTD. ("General Partner"), being duly sworn, deposes and says:
The total capital contributions of the Limited Partnership through this date is \$535,621.00.

GROVE STREET, INC.
General Partner



(CORPORATE SEAL)

By: Richard Tyson
Richard Tyson, Secretary

The foregoing instrument was signed before me this 31 day of December, 1996, by Richard Tyson in the capacity indicated. He is personally known to me.

Donald R. Tescher
Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

Prepared by: Donald R. Tescher, Esq.
Florida Bar No. 121086
Tescher Chaves Rubin Forman & Muller, P.A.
9100 S. Dadeland Blvd., PH-1
Miami, FL 33156
(305) 670-0444

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TALLAHASSEE, FLORIDA

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 EMPIRE CORPORATE KIT
 DIVISION OF CORPORATIONS
 PUBLIC ACCESS SYSTEM
 ELECTRONIC FILING

((H96000018224 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
 FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
 CONTACT: RAY STORMONT
 PHONE: (305)541-3694 FAX #: (305)541-3770

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Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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 TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

P.01/05

12/31/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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11:55 AM

((H96000018224 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MOUNT WASHINGTON PARTNERS, LTD.

AUDIT NUMBER.....H96000018224

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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EST.CHARGE.. \$1,750.00

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EMPIRE CORPORATE KIT

P.01/07

1/03/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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4:15 PM

((H97000000156 4))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
 CONTACT: RAY STORMONT
 PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: MOUNT WASHINGTON PARTNERS, LTD.
 AUDIT NUMBER.....H97000000156
 DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
 CERT. OF STATUS..0 PAGES..... 2
 CERT. COPIES.....0 DEL.METHOD.. FAX
 EST.CHARGE.. \$52.50

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RECEIVED
97 JAN -6 AM 7:19
TALLAHASSEE FLORIDA

④

MOUNT WASHINGTON PARTNERS, LTD.
 AMENDED AND RESTATED
 CERTIFICATE OF LIMITED PARTNERSHIP

A96000000735

The undersigned, pursuant to the provisions of Section 620.109 of the Florida Statutes, does hereby execute this Amended and Restated Certificate and Affidavit of Limited Partnership and does certify and swear to the following:

1. The name of the Limited Partnership is MOUNT WASHINGTON PARTNERS, LTD.

2. The mailing address and location of the records of the partnership required to be maintained shall be at 6801 East Cypress Head Drive, Parkland, Florida 33067.

3. The name and address of the agent for service of process is:

M & W AGENTS, INC.
 9100 South Dadeland Boulevard
 One Patran Center, Suite 1707
 Miami, Florida 33156

4. The names and business addresses of the existing and additional General Partners are as follows:

General Partner	Address
GROVE STREET, INC. (F94000005678)	1317 Maconic #2 San Francisco, CA 94110
RICHARD TYSON & EILEEN TYSON as tenants by the entireties	6801 E. Cypress Head Parkland, FL 33067
SQUIRREL HILL CORPORATION (P94000067225)	6801 E. Cypress Head Parkland, FL 33067

5. The term for which the Partnership is to exist is

Prepared by: Donald R. Tescher, Esq.
 Florida Bar No. 121086
 Teacher: Charles Robin Porman &
 Miller, P.A.
 9100 S. Dadeland Blvd., #1-1
 Miami, FL 33156 (305) 670-0444

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 TALLAHASSEE, FLORIDA

H9700000156

December 31, 2044, unless sooner dissolved by written consent.

6. The capital contributions of the Limited Partners shall aggregate \$535,621.00.

7. The original Certificate of Limited Partnership was filed with the Secretary of State on April 12, 1996 and assigned document number A9600000735.

8. SQUIRREL HILL CORPORATION has been elected as an additional general partner and the partners have unanimously elected to continue the business of the partnership.

IN WITNESS WHEREOF, we the undersigned has hereunto set its hand and seal this 30 day of December, 1996.

ADDITIONAL GENERAL PARTNER:

SQUIRREL HILL CORPORATION
a Florida corporation

(CORPORATE SEAL)

By: [Signature]
Richard Tyson, President

ORIGINAL GENERAL PARTNERS:

GROVE STREET, INC.
a Delaware corporation

(CORPORATE SEAL)

By: [Signature]
Richard Tyson, Secretary

[Signature]
RICHARD TYSON

[Signature]
EILEEN TYSON

H9700000156

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

H97000000156

STATE OF FLORIDA)
COUNTY OF DADE) SS:

SUBSCRIBED AND SWORN TO before me on behalf of SQUIRREL HILL CORPORATION and GROVE STREET, INC. by RICHARD TYSON, President and Secretary, respectively and individually, this 20 day of December, 1996, personally known to me.

OFFICIAL NOTARY SEAL
DONALD R. TESCHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340419
MY COMMISSION EXPIRES DEC. 30, 1997

My commission expires:

[Signature]
Notary Public
State of Florida

STATE OF FLORIDA)
COUNTY OF DADE) SS:

SUBSCRIBED AND SWORN TO before me by EILEEN TYSON, individually, this 20 day of December, 1996, personally known to me.

OFFICIAL NOTARY SEAL
DONALD R. TESCHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340419
MY COMMISSION EXPIRES DEC. 30, 1997

My commission expires:

[Signature]
Notary Public
State of Florida

FILED
RECORDED
JAN 03 1997
DADE COUNTY

H97000000156

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for MOUNT WASHINGTON PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

EXECUTED this 31 day of December, 1996.

M & W AGENTS, INC.

By: 

Donald R. Tescher
President

96 DEC 31 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED