

A 96000001211

PHILIP TATICH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 7540
MAITLAND, FLORIDA 32794-7540

TELEPHONE (407) 629-4433
FACSIMILE (407) 629-4455

341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

November 18, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ATTENTION: LIMITED PARTNERSHIPS

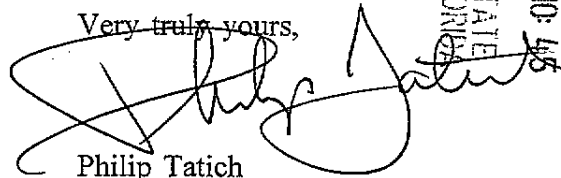
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-11/23/98--01122--004
*****87.50 *****87.50
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-01/08/99--01042--004
*****70.00 *****70.00

Re: *Alliance Michigan Commerce Center III, Ltd., a Florida limited partnership*

Gentlemen:

I am enclosing the original Amended and Restated Certificate of Limited Partnership being filed on behalf of the referenced partnership. The purpose of this filing is to reflect the withdrawal of Aegis Investments, Inc. as a General Partner. I am also enclosing our check in the amount of \$87.50 to cover the filing fee and the cost of a certified copy of the enclosure. Please return the certified copy to the undersigned.

Very truly yours,


Philip Tatich

99
STATE
TALLAHASSEE, FLORIDA
NOV 19 10 45 AM '98

FILED

Name Availability	
Document Examiner	DCC
Updater	PT/jac
Updater	Enclosures
Verifier	cc: Howard A. Schieferdecker
Acknowledgement	DCC C:\DOC\REALMICH-3PSHIP\DOC.L01
W. P. Verifier	DCC

C. TAX _____
 FILING 52.50 _____
 R. AGENT FEE _____
 C. COPY 52.50 _____
 TO: _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

A 96000001211

increasing contributions
* \$ 306,500.00

PHILIP TATICH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 7540
MAITLAND, FLORIDA 32794-7540

PHILIP TATICH
HEATHER L. HIGBEE

TELEPHONE (407) 629-4433
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341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

December 30, 1998

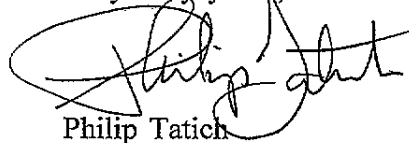
Diane Cushing, Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Alliance Michigan Commerce Center III, Ltd., a Florida limited
partnership (Document No. A96000001211)*

Dear Ms. Cushing:

I am enclosing herewith a copy of your letter of December 3, together with our check in the amount of \$70.00 representing the balance of the fees required in connection with the filing of the *Amended and Restated Certificate of Limited Partnership* delivered to you in our letter of November 17, 1998.

Very truly yours,



Philip Tatich

PT/jac

Enclosures

c



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

PHILIP TATICH
P.O. DRAWER 7540
MAITLAND, FL 32794-7540

SUBJECT: ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.
Ref. Number: A96000001211

We have received your document for ALLIANCE MICHIGAN COMMERCE CENTER III, LTD. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Even though you have filed this as one document you are going to have two separate filing fees. The fee to file the amendment and get a certified copy is \$105.00. The fee to increase the contributions will be an additional \$52.50.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00057203

**AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP**

THIS AMENDED AND RESTATED CERTIFICATE OF AMENDMENT is filed for the purpose of amending the *Certificate of Limited Partnership* of **ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.** as originally filed with the State of Florida Department of State on June 27, 1996.

1. **NAME OF PARTNERSHIP** - The name of the Partnership shall be ***ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.***

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS** - The principal place of business of the Partnership shall be located at 125 South Swoope Avenue, Suite 103 Maitland, Florida 32751, or such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS**

PHILIP TATICH
341 North Maitland Avenue, Suite 340
Maitland, Florida 32751

4. **NAME AND ADDRESS OF THE GENERAL PARTNERS**

SDP INVESTMENTS, INC.
125 South Swoope Avenue, Suite 103
Maitland, Florida 32751

FILED
199 JAN - 8 AM 10: 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOS REALTY CORP.
125 South Swoope Avenue, Suite 103
Maitland, Florida 32751

FILED
99 JAN -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. MAILING ADDRESS OF THE PARTNERSHIP

125 South Swoope Avenue, Suite 103
Maitland, Florida 32751

6. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events:

- (a) the determination by the General Partner, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in Section 8.1 of the Partnership Agreement;
- (c) the disposition of all or substantially all of the Partnership assets; and
- (d) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

DATED this 17th day of November, 1998.

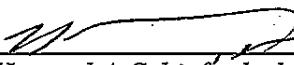
MANAGING GENERAL PARTNER

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

GENERAL PARTNER

SOS REALTY CORP.

By: 
Howard A. Schieferdecker Vice President

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99 JAN -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

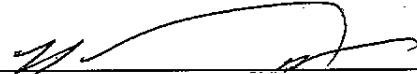
Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the undersigned, after first being duly sworn, deposes and says that the total capital contributions of the Limited Partners of ***ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.*** shall be \$306,500.00.

No Limited Partner shall at any time be required to make any capital contributions to the Partnership in excess of the pro rata share of the aforesaid aggregate contributions of \$306,500.00 attributable to the interest of such Limited Partner.

SWORN AND SUBSCRIBED this 17th day of November, 1998.

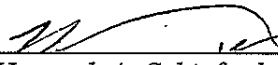
MANAGING GENERAL PARTNER

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

GENERAL PARTNER

SOS REALTY CORP.


By: 
Howard A. Schieferdecker Vice President

FILED
99 JAN -8 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership* was acknowledged before me this 17th day of November, 1998, by **HOWARD A. SCHIEFERDECKER**, as President of **SDP INVESTMENTS, INC.**, who is personally known to me.



NOTARY PUBLIC, State of Florida

 Philip Tatich
My Commission CC773135
Expires September 7, 2002

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership* was acknowledged before me this 17th day of November, 1998, by **Howard A. Schieferdecker**, as Vice President of **SOS REALTY CORP.**, who is personally known to me.

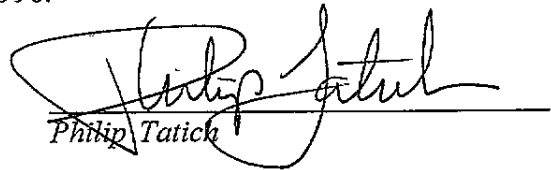

NOTARY PUBLIC, State of Florida

 Philip Tatich
My Commission CC773135
Expires September 7, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, *PHILIP TATICH*, accepts his designation as Registered Agent for *ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.* and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act.

DATED this 17th day of November, 1998.


Philip Tatich

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99 JAN -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA