

A9600000 1993

HOLLAND
 Registrant Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

700002065927--5

-01/23/97--01043--012

Office Use Only *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Kendall Cove, Ltd (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in
 Pick up time
 ~~Certified Copy~~
 Photocopy
 Certificate of Status
 Mail out
 Will wait

RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED
 97 JAN 23 AM 9:49
 97 JAN 23 PM 2:31

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

1/23/97
 BJK

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALL COVE, LTD.**

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Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the Undersigned hereby adopts the following Amendments to the Certificate of Limited Partnership originally filed with the Florida Secretary of State's Office on October 28, 1996, under file number A96000001993:

1. The name of the limited partnership is KENDALL COVE, LTD.
2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on October 28, 1996.
3. The Certificate of Limited Partnership is hereby amended by the insertion of a new Section 8 to read in its entirety as follows:

"Section 8

Purpose and Powers of the Partnership: The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, lease, operate, finance, refinance, own, improve, renovate, develop maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber and ultimately dispose of the property located at 8500-8650 S.W. 109th Avenue, Miami, Florida 33176; and (ii) to engage in such other lawful activities as are necessary or incidental to the purpose and business of the Partnership. Except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity. Notwithstanding anything in this Certificate or the Limited Partnership Agreement of the Partnership (the "Partnership Agreement") to the contrary, so long as any obligations of the Partnership to the Federal National Mortgage Association, a United States governmental agency, its successors or assigns remain outstanding and not paid in full, this Section 8 shall not be amended in any respect without the prior written consent of the Federal National Mortgage Association."

The undersigned Sole General Partner of the Partnership has authorized the above amendments and has executed this Amendment to Certificate of Limited Partnership on the date indicated.

SOLE GENERAL PARTNER:

PLC COVE, INC.

Date: January 16, 1997

By: _____

Paul Reji
Paul L. Reji, President