

A97000001145

BATHGATE, WEGENER & WOLF

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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***1855.00 ***1855.00

June 24, 1997

VIA FEDERAL EXPRESS

Division of Corporations
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Registration and Qualification/Limited Partnerships

Re: **SUNSET APARTMENT ASSOCIATES, LTD.**
DOCUMENT NO. A97000001145
OUR FILE NO. 00407.0062

Dear Sir or Madam:

The Affidavit and Certificate of Limited Partnership of **SUNSET APARTMENT ASSOCIATES, LTD.** was filed May 20, 1997. Enclosed please find the following for filing with the Secretary of State in connection with the above referenced matter:

Name Availability	
Document Encoder	1. Original and one copy of Amended and Restated Certificate of Limited Partnership of Sunset Apartment Associates, Ltd.;
Encoder	2. Original and one copy of Supplemental Affidavit of Capital Contribution;
Encoder	3. Check in the amount of \$1,855.00 representing the appropriate filing fees.
Enclosure	ENC
Attachment	ENC

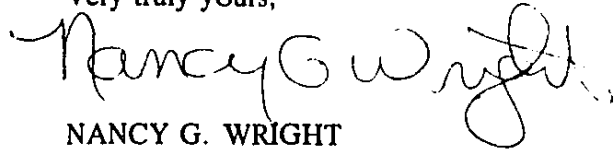
STATE OF FLORIDA
DIVISION OF CORPORATIONS
97 JUN 25 PM 12:46

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Division of Corporations
June 24, 1997
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Kindly file the documents and return the appropriate certified copy and acknowledgement of filing letter to the attention of the undersigned in the enclosed return Federal Express envelope.

Very truly yours,

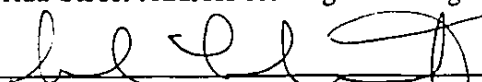
A handwritten signature in cursive script, reading "Nancy G. Wright". The signature is written in dark ink and is positioned above the printed name.

NANCY G. WRIGHT

NGW/tjo
Enclosure

cc: Sheldon Liebowitz
Murray Liebowitz

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUNSET APARTMENT ASSOCIATES, LTD.**

1. SUNSET APARTMENT ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")
2. 2600 E. COMMERCIAL BLVD., SUITE 200, FORT LAUDERDALE, FL 33308
(The Business Address of Limited Partnership)
3. SHELDON LIEBOWITZ
(Name of Registered Agent for Service of Process)
4. 2600 E. COMMERCIAL BLVD., SUITE 200, FORT LAUDERDALE, FL 33308
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as
Registered Agent for Service of Process)
6. 2600 E. COMMERCIAL BLVD., SUITE 200, FORT LAUDERDALE, FL 33308
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved
is DECEMBER 31, 2032.


- | 8. NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|--------------------------------|--|
| M.L. PROPERTY MANAGEMENT, INC. | c/o Murray Liebowitz, President
2600 E. Commercial Blvd., Suite 200
Fort Lauderdale, Florida 33308 |
| | |
| | |
| | |
9. The original Certificate of Limited Partnership of SUNSET APARTMENT ASSOCIATES, LTD. was filed with the Florida Secretary of State on May 20, 1997. The within Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.109, F.S.

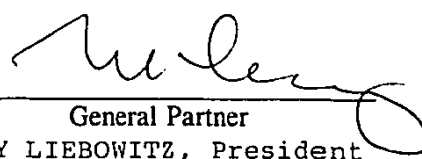
SIGNED THIS 23rd day of June, 1997

Signature of all general partners:

ATTEST:

M. L. PROPERTY MANAGEMENT, INC.


General Partner
SHELDON LIEBOWITZ, Sec.

BY: 
General Partner
MURRAY LIEBOWITZ, President

General Partner

General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of SUNSET APARTMENT ASSOCIATES, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to Section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 1,287,000.00.

This 23rd day of June, 1997.

FURTHER AFFIANT SAYETH NOT:

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

ATTEST:

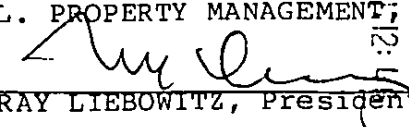


SHELDON LIEBOWITZ, Sec.

GENERAL PARTNER:

M. L. PROPERTY MANAGEMENT

BY:



MURRAY LIEBOWITZ, President

97 JUN 25 PM 12:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS