

AG7000002085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

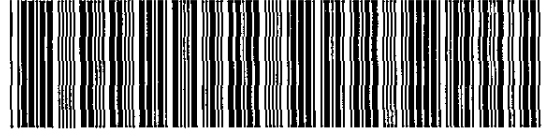
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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05 MAY -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sonstate Research

Requester's Name

Address

City/State/Zip

Phone #

6856-5484

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Brickell Main Street, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment / Restated LLC
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BRICKELL MAIN STREET, LLLP**

FILED
05 MAY -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP of BRICKELL MAIN STREET, LLLP, a Florida limited liability partnership (the "Partnership" is entered into and effective as of April 18, 2005, by Brickell Main Street Management, Ltd., a Florida limited partnership (the "Withdrawing General Partner"), and Brickell Main Street GP LLC, a Delaware limited liability company (the "New General Partner").

1. The Certificate of Limited Partnership of the Partnership was originally filed with the State of Florida on September 25, 1997, under the name Brickell Walk, Ltd.

2. On April 18, 2005, the Withdrawing General Partner withdrew as the sole general partner from the Partnership and the New General Partner was admitted as the sole general parent of the Partnership.

3. Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the Certificate of Limited Partnership of the Partnership, as previously amended, is hereby amended and restated in its entirety to read as follows:

- (a) The name of the Partnership is Brickell Main Street, LLLP.
- (b) The address of the office of the Partnership is:

Brickell Main Street LLLP
c/o Centre CDP Capital
1001, Square Victoria, Bureau, C-500
Montreal, Quebec, Canada H2Z 2B5

- (c) The name and address of the agent for service of process for the Partnership is:

Corporation Company of Miami
201 S. Biscayne Boulevard, Suite 1500(AGS)
Miami, Florida 33131

- (d) The name and business address of the sole general partner of the Partnership is:

Brickell Main Street GP LLC,
c/o Centre CDP Capital
1001, Square Victoria, Bureau, C-500
Montreal, Quebec, Canada H2Z 2B5

M05000001983

(e) The mailing address for the Partnership is:

Brickell Main Street LLLP
c/o Centre CDP Capital
1001, Square Victoria, Bureau, C-500
Montreal, Quebec, Canada H2Z 2B5

(f) The latest date upon which the Partnership is to dissolve is December 31, 2050.

4. This Amended and Restated Certificate of Limited Partnership may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which, when taken together, shall be deemed to constitute one and the same instrument.

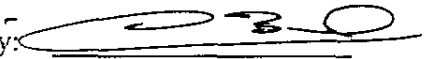
IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the undersigned as of the day first above written.

WITHDRAWING GENERAL PARTNER:

Brickell Main Street Management, Ltd.,
a Florida limited partnership

By: Brickell Main Street, LLC, a Florida
limited liability Company, its sole
general partner

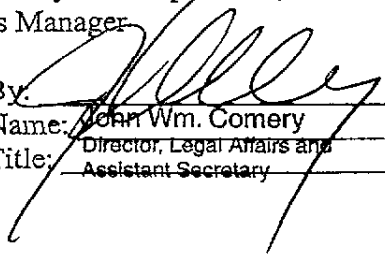
By: Constructa, Inc.
a Delaware corporation,
its managing member

By: 
Jacques Barbera,
President

NEW GENERAL PARTNER:

Brickell Main Street GP LLC,
a Delaware limited liability company

By: Mary Brickell Village REIT, Inc.,
a Maryland corporation,
its Manager


By: 
Name: John Wm. Comery
Title: Director, Legal Affairs and
Assistant Secretary

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned, as an officer and on behalf of Corporation Company of Miami (the "Corporation"), which has been designated as registered agent for Brickell Main Street, LLLP, a Florida limited partnership electing limited liability limited partnership status, in the foregoing Amended and Restated Certificate of Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of Brickell Main Street, LLLP, and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

April 29, 2005

Corporation Company of Miami, as Registered Agent

By: 
Name: Felicia Hickey
Title: Asst. Secretary