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A97000002205

Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SHOELESS PARTNERS, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$52.50

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHOELESS PARTNERS, LTD.**

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The undersigned, desiring to amend that certain Certificate of Limited Partnership of Shoeless Partners, Ltd., a Florida limited partnership (the "Partnership"), filed on October 13, 1997, Document No. A97000002205, as amended by that Certificate of Amendment to Certificate of Limited Partnership filed on May 29, 2002 (collectively, the "Certificate"), pursuant to the laws of the State of Florida, certify as follows:

1. Paragraph 2 of the Certificate is amended to read as follows:

"The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.1111 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act") is 2 E. Camino Real, Suite 100, Boca Raton, FL 33432."

2. Paragraph 3 of the Certificate is amended to read as follows:

"The name and address of the agent for service of process required to be maintained by Section 620.1114(1)(b) of the Act is Mark N. Delevie, 1515 North Federal Highway, Suite 403, Boca Raton, FL 33432."

3. Paragraph 4 of the Certificate is amended to read as follows:

"The name and business address of the General Partner of the Partnership is KK Real Estate Ventures (GP), LLC, 2 E. Camino Real, Suite 100, Boca Raton, FL 33432."

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4. Paragraph 5 of the Certificate is amended to read as follows:

"The mailing address of the Partnership is 2 E. Camino Real, Suite 100, Boca Raton, FL 33432."

[Certificate continued on next page]

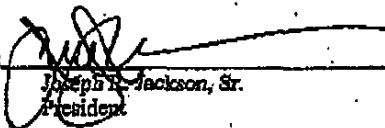
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Except as modified herein, the Certificate remains in full force and effect and is hereby ratified and confirmed.

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DISSOCIATING GENERAL PARTNERS:

SHOELESS JOE, INC.

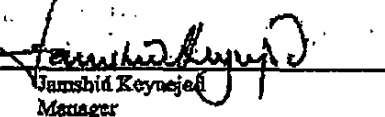
By: 
Joseph R. Jackson, Sr.
President

KB ASSET MANAGEMENT, INC.

By: _____
Name: _____
Title: _____

NEW GENERAL PARTNER:

KK REAL ESTATE VENTURES (GP), LLC

By: 
Jamshid Keynejad
Manager

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Except as modified herein, the Certificate remains in full force and effect and is hereby ratified and confirmed.

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DISSOCIATING GENERAL PARTNERS:

SHOELESS JOE, INC.

By: _____
Joseph R. Jackson, Sr.
President

KB ASSET MANAGEMENT, INC.

By: William B. Costello
Name: William B. Costello
Title: Pres, Secretary, Treas.

NEW GENERAL PARTNER:

KK REAL ESTATE VENTURES (QP), LLC

By: Varnshid Keynejad
Varnshid Keynejad
Manager

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Except as modified herein, the Certificate remains in full force and effect and is hereby ratified and confirmed.

DISSOCIATING GENERAL PARTNERS:

SHOELESS JOB, INC.

By: _____
Joseph R. Jackson, Sr.
President

KB ASSET MANAGEMENT, INC.

By: _____
Name: _____
Title: _____

NEW GENERAL PARTNER:

KK REAL ESTATE VENTURES (GP), LLC

By: Jamshid Keynejad
Jamshid Keynejad
Manager

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ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MARK N. DELEVIE

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