



THE UNITED STATES CORPORATION COMPANY

A97000002540

ACCOUNT NO. : 072100000032

REFERENCE : 611422 4307842

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 1997

ORDER TIME : 11:29 AM

ORDER NO. : 611422-005

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

FILED
97 NOV 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

800002360618
12/02/97-01047-0093
***1837.50 ***1837.50

DOMESTIC AMENDMENT FILING

NAME: THE 9600 LIMITED PARTNERSHIP FILING

G. TAX 1750.00
R. AGENT FEE 35.00
G. COPY 52.57
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND h/c

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

h/c
11/24/97

RECEIVED
97 NOV 24 PM 12:16
DIVISION OF CORPORATION

NOTICE OF CONVERSION
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
THE 9600 LIMITED PARTNERSHIP

FILED
97 NOV 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to cause and evidence the conversion of that certain general partnership known as Shopay Land Trust Partnership, a Florida general partnership, into a Florida limited partnership (the "Partnership"), in accordance with Sections 620.105, 620.108, 620.114 and 620.8902, Florida Statutes (1995), certifies the following:

1. The name of the Partnership is The 9600 Limited Partnership, a Florida limited partnership.
2. The Partnership was converted to a limited partnership from a general partnership by unanimous consent of all of the partners representing all of the partnership interests outstanding dated as of October 28, 1997, as required pursuant to § 620.8902(2), Florida Statutes (1995).
3. The former name of the Partnership was Shopay Land Trust Partnership.
4. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 9600 Northwest 38th Street, Miami, Florida 33178.
5. The name and address of the initial registered agent of the Partnership in the state of Florida shall be The 9600 Corporation, 9600 Northwest 38th Street, Miami, Florida 33178.
6. The name and address of the general partner of the Partnership is as follows:

Name

Address

The 9600 Corporation

9600 Northwest 38th Street
Miami, Florida 33178

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. The term for which the Partnership is to exist as a limited partnership shall commence on the date this Notice of Conversion and Certificate of Limited Partnership is filed with the Florida Department of State and shall continue until December 31, 2047, unless sooner dissolved in accordance with the Agreement of Limited Partnership of The 9600 Limited Partnership, or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this Notice of Conversion and Certificate of Limited Partnership this 28 day of October, 1997.

THE 9600 CORPORATION, a
Florida corporation

By: David H. Shopay
David H. Shopay
Its President

"General Partner"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DADE

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TALLAHASSEE FLORIDA

David H. Shopay, as President of The 9600 Corporation, a Florida corporation, being duly sworn, says that The 9600 Corporation is the general partner of Shopay Land Trust Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that the sum of Four Hundred Fourteen Thousand U.S. Dollars (\$414,000) shall be contributed to the Partnership by the limited partners of said Partnership.

GENERAL PARTNER:

The 9600 Corporation, a
Florida corporation

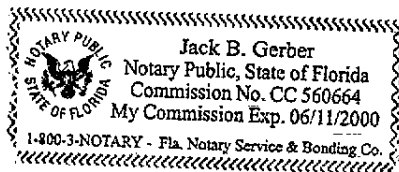
By: David H. Shopay
David H. Shopay
Its President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30 day of October, 1997, by David H. Shopay, as President of The 9600 Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Jack B. Gerber
Notary Public, State of Florida
Print: JACK B. GERBER

My Commission expires:
Commission No.:



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE 9600 LIMITED PARTNERSHIP

97 NOV 24 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 620.105, Florida Statutes (1995), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon The 9600 Limited Partnership, a Florida limited partnership, does hereby accept the appointment as such Registered Agent for the above-named limited partnership, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office, which Registered Office is located at 9600 Northwest 38th Street, Miami, Florida 33178.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Dade County, Miami, Florida, on this 29th day of October, 1997.

The 9600 Corporation, a
Florida corporation

David H. Shopay
By: David H. Shopay
Its: President

THE 9600 CORPORATION
9600 Northwest 38th Street
Miami, Florida 33178

October 29, 1997

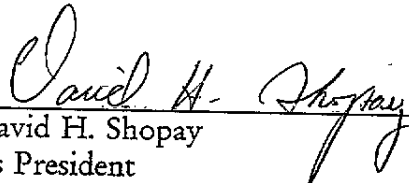
Florida Department of State
Partnership Filings
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

97 NOV 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

To Whom It May Concern:

The undersigned President of the 9600 Corporation, a Florida corporation, on behalf of the corporation, hereby consents to the Florida Department of State's acceptance and filing of the Notice of Conversion and Certificate of Limited Partnership of The 9600 Limited Partnership, and otherwise consents to the use and assumption of the name "The 9600 Limited Partnership" by said limited partnership.



David H. Shopay
Its President