

A94000001134



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 018546 81758A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
68 NOV -2 AM 9:14

ORDER DATE : November 2, 1998

ORDER TIME : 3:53 PM

ORDER NO. : 018546-005

CUSTOMER NO: 81758A

700002678397--0

CUSTOMER: Christine Scalamandre, L.A
Divosta & Company
4500 Pga Boulevard
Suite 400
Palm Bch Garden, FL 33418

DOMESTIC AMENDMENT FILING

NAME: TURTLE BEACH, LTD.

EFFECTIVE DATE:

(3)

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: Sara Lea

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

68 NOV -2 PM 4:17

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NYK 11/2/98

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DIVISION OF CORPORATIONS

68 NOV -2 PM 4:12

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RESTATED AND AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TURTLE BEACH, LTD.

FILED
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DIVISION OF CORPORATIONS
98 NOV -2 AM 9:46

We, the undersigned, desiring to restate and amend that certain conversion of an existing general partnership to a limited partnership which was initially completed on August 1, 1994, and filed with the Florida Secretary of State on August 19, 1994, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq. of the Florida Statutes, and more specifically Section 620.8902 of the Florida Statutes do hereby certify:

1. The name of the former general partnership was the OTTO B. DIVOSTA AND THE BETTY J. DIVOSTA PARTNERSHIP.
2. The name of the limited partnership is TURTLE BEACH, LTD.
3. The general partnership was converted to a limited partnership prior to the enactment of Florida Statutes, Section 620.8902, and is hereby restated and amended to comply with the requirements of Florida Statutes, Section 620.8902.
4. The partners of the general partnership unanimously approved the conversion of the general partnership to a limited partnership.
5. The address of the office of the limited partnership is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418. The agent for service of process is Otto B. DiVosta, President of Sun Land Acquisitions, Inc., whose address is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418.
6. (a) The name and business address of the general partner is:

SUN LAND ACQUISITIONS, INC.
a Florida corporation
4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Florida 33418

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- (b) The names and mailing addresses of the limited partners are:

Otto B. DiVosta, Trustee of the Otto B. DiVosta
Revocable Trust Agreement dated December 8, 1981,
and restated January 18, 1990
4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Florida 33418

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Betty J. DiVosta, Trustee of the Betty J. DiVosta
Revocable Trust Agreement dated December 8, 1981,
and restated January 18, 1990
4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Florida 33418

4. The mailing address of the limited partnership shall be 4500 PGA Boulevard, Suite 400,
Palm Beach Gardens, Florida 33418.

5. The limited partnership shall be dissolved on August 15, 2024.

In witness whereof, the undersigned have executed this certificate this 27th day of
October, 1998.

Sun Land Acquisitions, Inc.

By: [Signature]
Otto B. DiVosta, President

Otto B. DiVosta, Trustee of the Otto B. Divosta
Revocable Trust dated December 8, 1981, and
restated January 18, 1990

By: [Signature]
Otto B. DiVosta, Trustee

Betty J. DiVosta, Trustee of the Betty J. DiVosta
Revocable Trust dated December 8, 1981, and
restated January 18, 1990

By: [Signature]
Betty J. DiVosta, Trustee