A97000000444

CAPITAL CONNECTION INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Morningside Associates Ltd

100003449451--7
-11/03/00--01001--025
****802.50 *****52.50

File Second

Signature

Requested by: LS 11/2/00 2:55
Name Date Time

Walk-In _____ Will Pick Up _____

174 Ponder's Printing - Thomasville, GA 8/00

- ___ Art of Inc. File
- ✓ LTD Partnership File Amend
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ✓ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
00 NOV -2 PM 3:29

FILED
00 NOV -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
00 NOV -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 2000

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MORNINGSIDE ASSOCIATES LTD.
Ref. Number: A97000000444

We have received your document for MORNINGSIDE ASSOCIATES LTD. and check(s) totaling $926.25. However, your check(s) and document are being returned for the following:

Thank you for your letter of explanation. We realize that you intended for the general partner to be changed to the ALF DEVELOPERS, INC. that was incorporated on 9/11/97.

However, our records indicate that NO AMENDMENT WAS EVER FILED on the limited partnership filing. Whenever the general partner changes, an AMENDMENT must be filed. Although the new general partner had the same name -- ALF DEVELOPMENT, INC. -- it was a new corporation.

So you will have to resubmit the 2000 UBR for the limited partnership with an AMENDMENT changing the general partner to ALF DEVELOPERS, INC. (Document Number P97000078935). The fee to file the AMENDMENT will be $52.50.

Also, please note that ALF DEVELOPERS, INC. (P97000078935) was ADMINISTRATIVELY DISSOLVED on 9/22/2000. So it will have to be reinstated. The fee will be $750.00.

Please note that before you return these documents to us, the limited partnership itself may be revoked for failure to file the 2000 UBR. However, this revocation will be voided, and the partnership will ONLY BE required to pay $926.25, the fee previously quoted for the 2000 UBR.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Corrected

Buck Kohr
Corporate Specialist

Letter Number: 200A00050692

File Third

FILED
00 NOV -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

MORNINGSIDE ASSOCIATES, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 20, 1997, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendments: Article 2 is amended to change the address of the partnership to 48 East Flagler Street, PH-104, Miami, FL 33131.

Article 3 is amended to change the agent and the address of the agent for service of process to Evan R. Marbin, Esquire, 48 East Flagler Street, PH-104, Miami, FL 33131.

Article 4 is amended to change the general partner from ALF DEVELOPERS, INC., a Florida corporation, formed on 2/5/97 under document number P97000012442, to **ALF DEVELOPERS, INC., a Florida corporation, formed on 9/11/97 under document number P97000078935.**

Article 5 is amended to change the mailing address of the partnership to 48 East Flagler Street, PH-104, Miami, FL 33131.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

ALF DEVELOPERS, INC., a Florida corporation

By: Dennis Tinsky

Dennis Tinsky, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registred agent for MORNINGSIDE ASSOCIATES, LTD., a Florida limited partnership (the "Partnership") in the Amendment to Certificate of Limited Partnership on behalf of the Partnership, I hereby agree to accept service of process for said partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

EVAN R. MARBIN, Registered Agent

FILED
00 NOV -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA