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**LIMITED PARTNERSHIP AMENDMENT****BERESFORD ASSOCIATES, LTD.**

Certificate of Status	0
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**THIS INSTRUMENT PREPARED BY:**

Gerald J. Biondo, Esq.

FL Bar #: 154713

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Two Alhambra Plaza, Penthouse 1B

Coral Gables, FL 33134

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
BERESFORD ASSOCIATES, LTD.**

Pursuant to the provisions of Florida Statute, **BERESFORD ASSOCIATES, LTD.** whose certificate was filed with the Florida Secretary of State on 03/09/2000 under document number A00000000453 adopts the following amendment to its Certificate of Limited Partnership.

1. Article 4 which states the name of the general partner is deleted in its entirety and replaced with the following:

"4. The name and principal place of business of the sole General Partner is as follows:

General Partner:

Garden Lake Properties, Inc.  
8585 Sunset Drive  
Suite 130  
Miami FL 33143"

796-46401

2. Pursuant to the terms of the Final Default Judgment against Beresford, LLC recorded in Official Records Book 15049, Page 831 of the Public Records of Hillsborough County, Florida and attached hereto as Exhibit "A", Beresford, LLC was removed by the court as General Partner of Beresford Associates, Ltd. effective on May 11, 2005.

3. Pursuant to section 17.1(A) of the Agreement of Beresford Associates, Ltd. of Beresford Associates, Ltd. dated as of March 10, 2000, the Class A Limited Partners have appointed Garden Lake Properties, Inc., a Florida corporation as successor General Partner and copy of such appointment is attached hereto as Exhibit "B".

4. This Amendment shall be effective at the time of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 21 day of June, 2005.

**GENERAL PARTNER:**Garden Lake Properties, Inc., a Florida  
corporationBy: 

Keith T. Ward, President

EXHIBIT "A"

FILED

IN THE CIRCUIT COURT OF THE 13<sup>TH</sup>  
JUDICIAL CIRCUIT IN AND FOR  
HILLSBOROUGH COUNTY, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EVELYN LANGLIEB GREER and KEITH  
WARD,

CASE NO. 04-5685 Division H

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

Plaintiffs,

INSTR # 2005226329

vs.

O BK 15049 PG 0831

GLADSTONE A. COOPER, JR. and  
BERESFORD, LLC,

Pgs 0831 - 832; (2pgs)  
RECORDED 05/26/2005 11:56:35 AM  
CLERK OF COURT  
HILLSBOROUGH COUNTY  
DEPUTY CLERK D Johnson

Defendants.

**FINAL DEFAULT JUDGMENT AGAINST DEFENDANT BERESFORD, LLC**

THIS CAUSE came before the Court on Plaintiffs' Motion For Entry Of Final Default Judgment Against Defendant Beresford, LLC. On May 2, 2005, this Court entered its Order On Motion For Default, which contained the following Order:

ORDERED AND ADJUDGED that Beresford LLC shall retain counsel. If new counsel for Beresford LLC does not appear in this action on or before April 29, 2005, the Court shall enter a final default judgment in plaintiffs' favor and against Beresford LLC for all relief sought in Plaintiffs' Amended Complaint.

Counsel has not appeared for Beresford LLC. Accordingly, it is

ORDERED and ADJUDGED as follows:

1. The Court declares and adjudges that there is cause, under sections 11 and 14.2 of the Agreement of Limited Partnership of Beresford Associates, Ltd., a Florida Limited Partnership, for plaintiffs Evelyn Langlieb Greer (whose address is 2400 South Dixie Highway, # 200 Miami, Florida 33133-3141) and Keith Ward (whose address is 8585 Sunset Drive, #130,

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CASE NO. 04-5685 Division H

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Miami, Florida 33143) the Class A limited partners of Beresford Associates, Ltd., to remove  
 defendant Beresford, LLC (whose address is 12710 English Hills Court, Tampa, Florida 33617),  
 as the General Partner of Beresford Associates, Ltd.

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

2. Beresford, LLC is hereby removed as the General Partner of Beresford Associates, Ltd.

3. Beresford, LLC shall cooperate fully with the replacement General Partner who shall be named by plaintiffs, including surrendering possession of all of Beresford Associates, Ltd.'s books, records, funds, bank accounts, rent rolls, accounts payable and receivable, notes payable and receivable, security instruments including mortgages, collateral assignments, and liens, schedules of security deposits, and all other documents used or useful in the ownership, operation, management, financing, or otherwise in connection with the real property owned by Beresford Associates, Ltd.

4. Upon the tender by Keith Ward of his 25% interest in Beresford Associates, Ltd., Beresford LLC shall pay Keith Ward \$494,294.

5. Upon the tender by Evelyn Langlieb Greer of her 25% interest in the Limited Partnership, Beresford LLC shall pay Evelyn Langlieb Greer \$494,294.

DONE and ORDERED in Chambers in Tampa, Hillsborough County, Florida this 11<sup>th</sup> day of May, 2005.

cc: Mr. Gladstone A. Cooper, Jr.  
 Beresford, LLC  
 David C. Pollack, Esq.

*William P. Levens*

William P. Levens  
 Circuit Court Judge

STATE OF FLORIDA  
 COUNTY OF HILLSBOROUGH  
 THIS IS TO CERTIFY THAT THE FOREGOING IS A TRUE  
 AND CORRECT COPY OF THE DOCUMENT ON FILE IN  
 MY OFFICE. WITNESS MY HAND AND OFFICIAL SEAL  
 THIS 11 DAY OF May 2005



PAT HUNK, CLERK

BY *[Signature]*  
 DEPUTY CLERK

EXHIBIT "B"

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## APPOINTMENT OF GENERAL PARTNER

Pursuant to the terms of the Final Default Judgment against Beresford, LLC recorded in Official Records Book 15049, Page 831 of the Public Records of Hillsborough County, Florida and attached hereto as Exhibit "A", Beresford, LLC was removed as General Partner of Beresford Associates, Ltd. effective on May 11, 2005.

Pursuant to section 17.1(A) of the Agreement of Beresford Associates, Ltd. of Beresford Associates, Ltd. dated as of March 10, 2000, the undersigned Class A Limited Partners have the right to appoint the successor General Partner within three (3) months after the withdrawal of the existing General Partner.

The undersigned hereby appoint Garden Lake Properties, Inc., a Florida corporation as successor General Partner. The undersigned further instruct, Garden Lake Properties, Inc. to file all documents necessary with the Secretary of State of Florida to effectuate said appointment.

IN WITNESS WHEREOF, the parties have executed the foregoing effective as of June 18, <sup>2005</sup> ~~2004~~ 

  
KEITH WARD

  
EVELYN LANGLIEB GREER