

A00000000920

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TALLAHASSEE, FLORIDA

APR 28 2014
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GS/Capital, Ltd.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kristie Barrios
Contact Person
GS/Capital, Ltd
Firm/Company
2601 S. Bayshore Drive, Suite 900
Address
Coconut Grove, FL 33133
City, State and Zip Code
kbarrios@greenstreetre.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristie Barrios at (305) 858-4225
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
GS/CAPITAL, LTD.**

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited partnership, whose current name is GS/Capital, Ltd. but whose name was GS/Patronis, Ltd. as originally filed and whose original Certificate of Limited Partnership ("Certificate") was filed with the Florida Department of State on June 7, 2000, and subsequently amended by Certificate of Amendment filed on October 7, 2004, and assigned Florida document number A00000000920, adopts the following Amended and Restated Certificate of Limited Partnership, which both restates and further amends the Certificate to read as follows:

1. The name of the limited partnership is GS/Capital, Ltd.
2. Both the street address and mailing address of the designated office of the limited partnership are as follows:

2601 S. Bayshore Dr.
9th Floor
Coconut Grove, FL 33133.

3. The name and Florida street address for the registered agent of the limited partnership are as follows:

Victor Corral
2601 S. Bayshore Dr.
9th Floor
Coconut Grove, FL 33133

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4. Registered Agent's Acceptance: 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.



Signature of VICTOR CORRAL as
Registered Agent

5. GS/Patronis, Inc., whose business address is 2601 S Bayshore Dr, Suite 900, Coconut Grove, FL 33133, is hereby removed as a general partner and, as a result of the addition of Greenstreet Management, Inc. as the general partner of the limited partnership, the name and business address of the general partner of the limited partnership are as follows:

Greenstreet Management, Inc.
2601 S. Bayshore Dr.

F98-2984

9th Floor
Coconut Grove, FL 33133

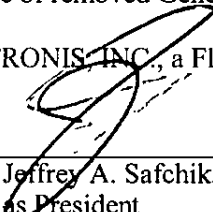
This Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

This Amended and Restated Certificate was duly executed and is being filed in accordance with Section 620, 1202, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Limited Partnership this ____ day of April, 2014, and submit this document and affirm that the facts stated herein are true.

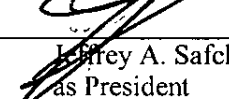
Signature of removed General Partner:

GS/PATRONIS, INC., a Florida corporation

By: 
Jeffrey A. Safchik,
as President

Signature of new General Partner:

GREENSTREET MANAGEMENT, INC.,
a Florida corporation

By: 
Jeffrey A. Safchik,
as President

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