

A00000002022

Florida Department of State
Division of Corporations
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ALW 01-3023

LIMITED PARTNERSHIP AMENDMENT

PARKWAY UNITED LTD.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$113.75

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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARKWAY UNITED LTD.

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, Parkway United Ltd., a Florida limited partnership (the "Partnership"), certifies that:

A. The Certificate of Limited Partnership of the Partnership was filed by the Florida Department of State on December 27, 2000, document number A00000002022.

B. The Certificate of Limited Partnership is amended and restated in its entirety to read as follows:

1. The name of the limited partnership is Parkway United Ltd. (the "Partnership").
2. The address of the office in Florida at which the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Partnership Act (1986) (the "Act") is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Jeffrey L. Schmier, 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

4. The name and business address of the General Partner of the Partnership is:

South General, Inc. P00000117159
7777 Glades Road, Suite 201
Boca Raton, Florida 33434

5. The mailing address of the Partnership is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

6. The latest date upon which the Partnership is to dissolve is January 27, 2051, unless terminated sooner in accordance with the provisions of the Agreement of Limited Partnership.

7. The purpose of the Partnership is to own, operate, manage and lease the property located at 2700 South Commerce Parkway, Weston, Florida (the "Property") and activities incidental thereto.

8. The Partnership's ability to incur indebtedness must be limited to incurring (i) the mortgage loan indebtedness to Lehman Brothers Bank, FSB and its successors and assigns (the "Lender"), and (ii) trade payable incurred in the ordinary course of business relating to the ownership and operation of the Property.

9. The Partnership is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale as long as the mortgage loan indebtedness is outstanding.

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10. The Partnership's Agreement of Limited Partnership cannot be amended without the consent of the Lender as long as the mortgage loan indebtedness is outstanding.

11. The consent of the Partnership's general partner is required in order to file or consent to the filing of a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.

12. The Partnership shall:

- (a) maintain books and records separate from any other person or entity,
- (b) maintain its accounts separate from any other person or entity,
- (c) not commingle its assets with those of any other entity,
- (d) conduct its own business in its own name,
- (e) pay its won liabilities out of its own funds,
- (f) observe all partnership formalities,
- (g) maintain an arm's-length relationship with affiliates,
- (h) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations,
- (i) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others,
- (j) not acquire obligations or securities of its partners,
- (k) allocate fairly and reasonably any overhead for shared office space,
- (l) use separate stationery, invoices and checks,
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity,
- (n) hold itself out as a separate entity,
- (o) correct any known misunderstanding regarding its separate identity, and
- (p) maintain adequate capital in light of contemplated business operations.

This Amended and Restated Certificate of Limited Partnership shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership has duly executed this Amended and Restated Certificate of Limited Partnership of Parkway United Ltd. this 7th day of February, 2001.

GENERAL PARTNER:

SOUTH GENERAL INC.

By

Jeffrey L. Schmier, President

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Parkway United Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 7th day of February, 2001.


Jeffrey L. Schmier, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
PARKWAY UNITED LTD.**

The undersigned, being the General Partner of Parkway United Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$10,000. No additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

SOUTH GENERAL, INC.

By: 

Jeffrey L. Schmier, President

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