

From:

06/29/2009 16:42

#177 P.001/007

Division of Corporations

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**A04000001120**

Florida Department of State  
Division of Corporations  
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Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : 1200000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

ATTACHED IS REVISED DOCUMENT.  
I HAVE FAXED THE QUALIFICATION  
FILING FOR THE GENERAL  
PARTNER TODAY TO FL  
FOR A FAX FILING  
AS WELL. NEW FILING DATE  
OF TODAY, 6/29. THANKS!

**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION**

**HOLLY HILL ASSOCIATES, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	7
Estimated Charge	\$113.75

**C. LEWIS**

JUN 30 2009

**EXAMINER**

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850-617-6381

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June 16, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HOLLY HILL ASSOCIATES, LTD.  
321 EAST HILLSBORO BLVD.  
DEERFIELD BEACH, FL 33441

SUBJECT: HOLLY HILL ASSOCIATES, LTD.  
REF: A04000001120

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H09000143126  
Letter Number: 909A00020304

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 -- Tallahassee, Florida 32314

From:

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#177 P.004/007

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2009 JUN 29 AM 9:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HOLLY HILL ASSOCIATES, LTD.**

Pursuant to Sections 620.1202 and 620.1204, Florida Statutes, the undersigned, on behalf of the sole general partner of Holly Hill Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), does hereby certify:

**FIRST:** The Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida (the "FL SOS") under Document Number A04000001120 on July 7, 2004 (the "Certificate of Limited Partnership") and amended by that certain Certificate of Amendment to Certificate of Limited Partnership filed with the FL SOS under FAX Audit Number H0600176542 3 on July 11, 2006.

**SECOND:** Section 2 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following shall be inserted in its stead:

"2. The mailing and street address of the registered office of the Limited Partnership is: c/o CRE Boca Opco, LLC, 11900 Biscayne Boulevard, Suite 809, Miami, Florida 33181."

**THIRD:** Section 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following shall be inserted in its stead:

"3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is: National Corporate Research, Ltd., Inc., 515 East Park Avenue, Tallahassee, Florida 32301."

**FOURTH:** Boca Holly Hill GP, Inc. (the "Disassociated General Partner") has disassociated as a general partner of the Limited Partnership. Section 4 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following shall be inserted in its stead:

"4. The name and business address of the sole general partner of the Limited Partnership is: CRE Holly Hill GP II, LLC, c/o CRE Boca Opco, LLC, 11900 Biscayne Boulevard, Suite 809, Miami, Florida 33181." **M09000002516**

**FIFTH:** Section 5 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following shall be inserted in its stead:

"5. The mailing address for the Limited Partnership is: c/o CRE Boca Opco, LLC, 11900 Biscayne Boulevard, Suite 809, Miami, Florida 33181."

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IN WITNESS WHEREOF, this Second Amendment to Certificate of Limited Partnership has been duly executed as of the 21<sup>st</sup> day of June, 2009.

**GENERAL PARTNER:**

CRE HOLLY HILL GP II, LLC

By: CRE BOCA OPCO, LLC,  
Its non-member manager

By:   
Name: Chris Schiermbock  
Title: Director

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DISASSOCIATED GENERAL PARTNER:

BOCA HOLLY HILL GP, INC.

By:



Name: Theodore R. Stotzer

Title: Vice President

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# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for HOLLY HILL ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Second Amendment to Certificate of Limited Partnership of the Limited Partnership, 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 Statutes.

Dated: 6/12, 2009

NATIONAL CORPORATE RESEARCH, LTD., INC.

By: Ann Marie Cummins  
Name: ANN MARIE CUMMINS  
Title: ASST. SECY.

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