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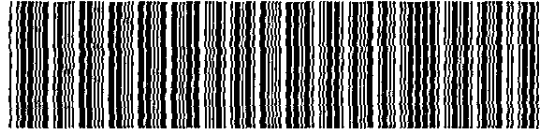
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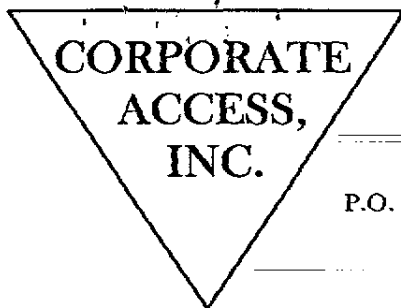
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION



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### WALK IN

PICK UP:

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Ltd Amend

FILED  
2006 JAN 27 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.

Aviator South Beach, Ltd  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**AMENDMENT TO CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
AVIATOR SOUTH BEACH, LTD.**

**FILED**  
2006 JAN 27 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3 This Amendment to Agreement of Limited Partnership (the "Amendment") is being executed this day of January, 2006 by and between PELICAN HARBOUR MANAGEMENT, INC., a Florida corporation, as "General Partner" and NICOLAAS N.P. SANDMANN and STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, as "Limited Partners".

WHEREAS the Partners entered into a Partnership Agreement of AVIATOR SOUTH BEACH, LTD., a Florida limited partnership (the "Partnership") on November 9, 2004 (the "Partnership Agreement"); and

WHEREAS General Partner has executed an Assignment of Partnership Interest in favor of Aviator General, Inc., a Florida corporation (the "New General Partner"); and

WHEREAS NICOLAAS N.P. SANDMANN has executed Assignments of Partnership Interest in favor of Aviator Limited, Inc., a Florida corporation (hereinafter "Aviator Limited") and 5<sup>th</sup> Street Invest., Inc., a Florida corporation (hereinafter "5<sup>th</sup> Street"). Aviator Limited and 5<sup>th</sup> Street shall hereinafter be referred to as the "New Limited Partners"; and

WHEREAS STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001 have executed an Assignment of Partnership Interest in favor of 5<sup>th</sup> Street; and

WHEREAS the Partners desire to amend the Partnership Agreement to reflect the transfer of all interests in the Partnership.

NOW THEREFORE, in consideration of Ten Dollars and other good and valuable considerations, the Partners hereby amend the Partnership Agreement as follows:

1. The "General Partner", as defined in Item 13 of Article 1 of the Partnership Agreement is hereby amended to read as follows:

13. "General Partner" means Aviator General, Inc., a Florida corporation, whose address is 747 4th St, #200A, Miami Beach FL

**83139**

2. The "Percentage Interest", as defined in Item 25 of Article 1 of the Partnership Agreement are hereby amended as follows:

General Partner:

Aviator General, Inc., a Florida corporation 2%

PO600005712

Limited Partners:

Aviator Limited, Inc., a Florida corporation 49%

5<sup>th</sup> Street Invest., Inc., a Florida corporation 49%

3. Except as modified herein, all of the terms, covenants and conditions of the Partnership Agreement, are hereby ratified, confirmed and approved in all respects.

4. The parties hereto agree for federal income tax purposes they will do an interim closing of the Partnership books under Section 706 of the Internal Revenue Code.

5. This Agreement shall be binding upon and inure to the benefit of the General Partner, the Limited Partners, the New General Partner and the New Limited Partners, their respective heirs, personal representatives, successors and assigns, and the terms and provisions hereof, as well as the representations and warranties contained herein, shall survive the execution and delivery hereof.

In witness whereof, we have hereunto set our hands and seals on the date first written above.

Witnesses:

Melva Fernandez  
Print Name: Melva Fernandez

PELICAN HARBOUR MANAGEMENT, INC.,  
a Florida corporation, General Partner

Alexandra Silva  
Print Name: Alexandra Silva

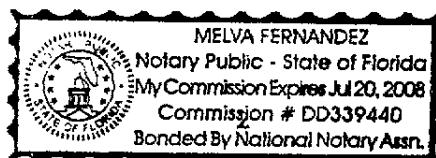
By: [Signature]  
Steven Levinson, President

STATE OF FLORIDA       }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared STEVEN LEVINSON, as President of PELICAN HARBOUR MANAGEMENT, INC., a Florida corporation, General Partner, who produced \_\_\_\_\_ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, 2006.

Melva Fernandez  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Melva Fernandez  
My commission expires: 7/20/08  
[SEAL]



Print Name: N.P.J. Sandmann

NICOLAAS N.P. SANDMANN, Limited  
Partner

Print Name: G.S.J.K. Redjoprawiro

[Attach civil law notary here]

Gezien voor legalisatie van de handtekening van:

✓ Seen for legalization of the signature of: Mr N.P.J. Sandmann

Vu pour légalisation de la signature de:

Es wird hiermit beglaubigt das die Unterschrift von:

door mij, notaris, heden de

✓ by me, civil-law notary, on the 13<sup>th</sup> day of January 2006

par moi-même, notaire, aujourd'hui le

vom dem unterzeichneten Notar anerkannt ist, heute den



Melva Fernandez  
Print Name: Melva Fernandez

Alexandra Slava  
Print Name: Alexandra Slava

Melva Fernandez  
Print Name: Melva Fernandez

Alexandra Slava  
Print Name: Alexandra Slava

STEVEN ZVI LEVINSON, as Trustee of the  
LEVINSON/BERSON FAMILY  
REVOCABLE TRUST under agreement  
dated October 18, 2001, Limited Partner

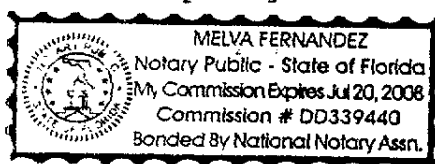
JUDITH S. BERSON, as Trustee of the  
LEVINSON/BERSON FAMILY  
REVOCABLE TRUST under agreement  
dated October 18, 2001, Limited Partner

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, Limited Partner, who are personally known to me or who have produced \_\_\_\_\_ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, 2006.

Melva Fernandez  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Melva Fernandez  
My commission expires: 7/20/08  
[SEAL]



ACCEPTANCE

The undersigned hereby joins in this Amendment for the purpose of accepting the assignment of the general partnership interest and agrees to be bound by the terms and conditions of the Partnership Agreement.

Print Name: [Signature]  
Print Name: [Signature]

Aviator General, Inc., a Florida corporation

By: [Signature]  
Y.D. Rousseau, President

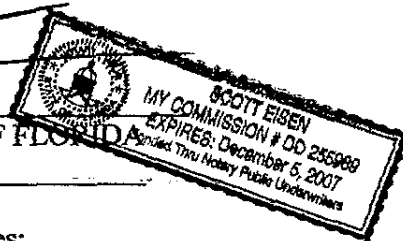
STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Y.D. Rousseau, as President of Aviator General, Inc., a Florida corporation, who is personally known to me, or who has produced [Signature] as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA  
Name: \_\_\_\_\_

Please Print  
My commission expires: \_\_\_\_\_



ACCEPTANCE

The undersigned hereby joins in this Amendment for the purpose of accepting the assignment of the limited partnership interests and agree to be bound by the terms and conditions of the Partnership Agreement.

Print Name: \_\_\_\_\_

Aviator Limited, Inc., a Florida corporation

Print Name: \_\_\_\_\_

By: \_\_\_\_\_

Y.D. Rousseau, President

Print Name: \_\_\_\_\_

5<sup>TH</sup> Street Invest., Inc., a Florida corporation

Print Name: \_\_\_\_\_

By: \_\_\_\_\_

Marc Elalouf, President

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Y.D. Rousseau, as President of Aviator Limited, Inc., a Florida corporation, who is personally known to me, or who has produced Driver's License as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

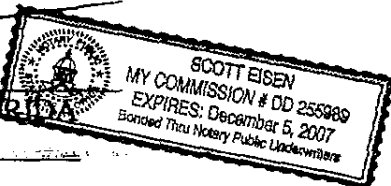
WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

NOTARY PUBLIC, STATE OF FLORIDA

Name: \_\_\_\_\_

Please Print

My commission expires: \_\_\_\_\_





STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Marc Elalouf, as President of 5<sup>th</sup> Street Invest., Inc., a Florida corporation, who is personally known to me, or who has produced Marc Elalouf, President as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

  
NOTARY PUBLIC, STATE OF FLORIDA

Name: \_\_\_\_\_

Please Print  
My commission expires:



CONSENT

The undersigned party, as the owner and holder of that certain note and mortgage given by AVIATOR SOUTH BEACH, LTD., a Florida limited partnership, in favor of GIBRALTAR BANK, FSB ON November 15, 2004 and recorded in Official Records Book 22848, at Page 4901, together with that certain Assignment of Rents, Leases, Profits and Contracts recorded in Official Records Book 22848, at Page 4911, and together with that certain UCC-1 Financing Statement recorded in Official Records Book 22848, at Page 4916, all of the Public Records of Miami-Dade County, Florida, hereby consents to the above Amendment transferring the General Partner's interest and the Limited Partners' interests, as described herein. The sole purpose of executing this consent is to acknowledge the transfer.

~~WITNESSES~~

Name: Scott Eisen

Please print

Name: Scott Eisen

Please print

GIBRALTAR BANK, FSB

By: William D. Fraser

As Its: SVP

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared \_\_\_\_\_, as a General Vice President of GIBRALTAR BANK, FSB, who is personally known to me, or who has produced K. Rocco Rocco as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

Scott Eisen  
NOTARY PUBLIC, STATE OF FLORIDA

Name: \_\_\_\_\_

Please Print

My commission expires: \_\_\_\_\_

