



A04008

PROVIDING MANAGEMENT SERVICES TO THE
REAL ESTATE INDUSTRY SINCE 1974

✓ 490 North Harbor City Blvd., Melbourne, Florida 32935-6866
(407) 242-2224

□ Cape Royal Bldg., 1980 N. Atlantic Ave., Ste. 116
Cocoa Beach, Florida 32931-3219
(407) 783-5331

February 23, 1999

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002787931--0--
-02/25/99--01103--001
*****52.50 *****52.50 -

Re: Certificate and Agreement of Limited Partnership

CM

Enclosed please find a "Third Amendment to Montreal, Ltd. Certificate and Agreement of Limited Partnership" for filing with the State.
We have included a check in the amount of \$52.50 and would appreciate, after filing, to return the original to us.

Thank you in advance.

Sincerely,

Susanne S. Kvasnok
Administrative Assistant

/ssk
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 10:37





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 1999

SUSANNE S. KVASNOK
UNDERHILL MANAGEMENT COMPANY
490 NORTH HARBOR CITY BLVD.
MELBOURNE, FL 32935-6866

SUBJECT: MONTREAL, LTD.
Ref. Number: A04008

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DIVISION OF CORPORATIONS
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We have received your document for MONTREAL, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 399A00010257

THIRD AMENDMENT TO MONTREAL, LTD.
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

WE, the undersigned, being all the partners of MONTREAL LIMITED PARTNERSHIP hereby amend the Certificate of Limited Partnership filed December 29, 1974 in the office of Secretary of State of the State of Florida, and amended June 9, 1993 for the following reasons and in the following manner:

Carolyn K. Black, the Limited Partner named in such Certificate as trustee deceased on May 29, 1996. Carolyn K. Black's Limited Partnership interest will now be held in equal shares by Nancy B. Fowler and Bonnie C. Black.

Marlin Gehrke and Nell Gehrke (His Wife), the Limited Partners named in such Certificate, have assigned their interest in the Partnership to "Marlin O. Gehrke, Vera Nell Gehrke and Deborah Gehrke-Kocol, Co-Trustees of the Marlin O. Gehrke, TRUST dated March 19, 1998", and said Trust has been admitted to the Partnership as Substitute Limited Partner.

Therefore, "Schedule All of said Certificate of Limited Partnership is amended by the substitution therefore of "Amended Schedule All attached hereto.

EXCEPT as set forth above, the Certificate of Limited Partnership is hereby ratified and confirmed in its entirety.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of this 23rd day of February, 1999.

Signed, sealed and delivered
in the presence of:

Susanne S. Krasack
Signature

Susanne S. Krasack
Print Name

Sheila S. Reagan
Signature

Sheila S. Reagan
Print Name

MONTREAL, LTD., a Florida
Limited Partnership

By: [Signature]
H. J. Underill III
General Partner

Signed, sealed and delivered
in the presence of

Susanne S. Krasack
Signature

Susanne S. Krasack
Print Name

Sheila S. Reagan
Signature

Sheila S. Reagan
Print Name

By: [Signature]
H. J. Underill III
Attorney-in-fact for the Limited Partnership named
in Amended Schedule A attached
hereto and made a part hereof

Prepared by and return to:

H. J. Underill III
490 N. Harbor City Blvd.
Melbourne, Florida 32935

On this 23rd day of February, 1999, before me, the under-
signed, a Notary Public in and for the State of Florida at large, duly commissioned and sworn, personally
appeared H. J. Underill III, personally known to me to be the individual described in and who executed the
foregoing instrument as General Partner of Montreal, Ltd., a Florida Limited Partnership, and acknowledged that
he signed and sealed the same as his voluntary act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Sheila S. Reagan
Notary Public, State of Florida

(SEAL)



Sheila S. Reagan
Print Name

Commission Number: CC 758148

My commission expires: 7/14/2001

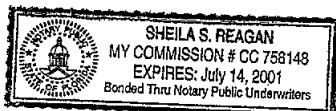
STATE OF FLORIDA) ss
COUNTY OF BREVARD)

On this 23rd day of February, 1999, before me, the under-
signed, a Notary Public in and for the State of Florida at large, duly commissioned and sworn, personally
appeared H. J. Underill III, personally known to me to be the individual described in and who executed the
foregoing instrument as Attorney-in-Fact for the act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal hereto affixed the day and
year in this certificate above written.

Sheila S. Reagan
Notary Public, State of Florida

(SEAL)



Sheila S. Reagan
Print Name

Commission Number: CC 758148

My Commission expires: 7/14/2001

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AMENDED SCHEDULE A

NAME & ADDRESS OF GENERAL PARTNERS:

James H. Pruitt Real Estate, Inc.
10 S. Harbor City Blvd.
Melbourne, FL. 32901

OWNERSHIP:

5.00%

H. J. Underill III
490 N. Harbor City Blvd.
Melbourne, FL. 32935

5.00%

NAME & ADDRESS OF LIMITED PARTNERS:

Dr. John B. Adamson
211 Flamingo Lane
Melbourne Beach, FL. 32951

8.57%

Julia Apke
2829 N.E. 33rd Ct. #203
Ft. Lauderdale, FL. 33306

8.57%

Tony B. & Mary S. Barge
Summer: Winter:
P.O. Box 16 2046 Bottlebrush Dr.
Blairsville, GA Melbourne, FL. 32935
30512-0016

8.57%

Allan F. Beaupre
670 Americals Cup Cove
Alpharetta, GA. 30202

4.29%

Bonnie C. Black
36 Brook Dr.
Hindsdale, NH 03451

4.29%

John E. & Betty Brady
1017 W. Oriole Circle
Barefoot Bay, FL. 32976

8.57%

Nancy B. Fowler
15012 Maurine Cove Ln.
Odessa, FL 33556

4.29%

Karen Gaspard
571 Asacai Ave.
Melbourne Village, FL. 32904

1.0725%

Marlin O. Gerhke, Vera Nell Gehrke and
Deborah Gehrke-Kocol, as Co-Trustees
of the Marlin O. Gerhke, Trust dated
March 19, 1998
8060 S. Tropical Trail
Merritt Island, FL. 32952

4.29%

Robert C. Haines
HC 29, Box 147
Prescott, AZ. 86301

17.12%

Eric S. Katz
600 N.E. 52nd Terrace
Miami, FL. 33137

4.29%

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Jules D. Pagano
3905 South End Ave. #24D
New York, NY. 10280

4.29%

Annette Schopke
104 E. Bluff Terrace
Melbourne, FL. 32901

4.29%

Hap Shasky
c/o King of Spalding
1730 Pennsylvania Ave. NW
Washington, D.C. 20006

4.29%

Edward K. Wachter
9027 Weatherwood Ct.
Vienna, VA. 22180

3.2175%

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