

Division of Corporations

Page 1 of 1

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Account Number : 072720000266
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION**GANDY ASSOCIATES, L.L.L.P.**

Certificate of Status	1
Certified Copy	1
Page Count	02
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EXAMINER

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GANDY ASSOCIATES, L.L.L.P.**

Pursuant to the provisions of Section 620.1202, Florida Statutes, Gandy Associates, L.L.L.P., a Florida limited liability limited partnership (the "Partnership"), whose Certificate of Limited Partnership and Statement of Qualification were filed on February 8, 2005, and assigned document number A05000000284, adopts the following amendments:

- A. The name and address of the registered agent of the Partnership shall be:

Weinvest I, LLC, a Florida limited liability company
1825 Brightwaters Boulevard, N.E.
St. Petersburg, Florida 33704-3005

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.

WEINVEST I, LLC,
a Florida limited liability company

By: 

Lawrence A. Weiner
As its Manager

- B. The Managing General Partner of the Partnership is amended as follows:

Resigned and Converted to Limited Partner:

Flamingo Consulting and Management, Inc., a Florida corporation
One South School Avenue, Suite 500
Sarasota, Florida 34237

Added as Managing General Partner:

Weinvest I, LLC, a Florida limited liability company
1825 Brightwaters Boulevard, N.E.
St. Petersburg, Florida 33704-3005

Flamingo Consulting and Management, Inc., a Florida corporation, resigned as Managing General Partner of the Partnership, and its general partnership interest converted into

H09000143000 3

a limited partnership interest in the Partnership, pursuant to a document entitled, "Retirement and Resignation" executed effective June 4, 2009.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership and Statement of Qualification has been executed by the prior General Partner and new General Partner as of this 12th day of June 2009.

Prior General Partner:

FLAMINGO CONSULTING AND MANAGEMENT,
INC., a Florida corporation

By: Weinvest I, LLC,
a Florida limited liability company

As its true and lawful attorney-in-fact in
accordance with Section 8.10 of the Limited
Liability Partnership Agreement of
the Partnership dated February 8, 2005

By: Lawrence A. Weiner
Lawrence A. Weiner
As its Manager

New General Partner:

WEINVEST I, LLC,
a Florida limited liability company

By: Lawrence A. Weiner
Lawrence A. Weiner
As its Manager

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