

A 05000000736

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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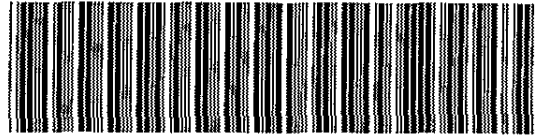
(Business Entity Name)

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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: TRICIA TADLOCK

DATE: 10-23-06

REF. #: 0174.59106

CORP. NAME: SARABAY ASSOCIATES, L.L.L.P.

- |                                                      |                                                           |                                                  |
|------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |                                                           |                                                  |
| <input type="checkbox"/> OTHER:                      |                                                           |                                                  |

STATE FEES PREPAID WITH CHECK# 518878 FOR \$ 105.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |                                                    |                                                       |                                             |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |                                                       |                                             |

Examiner's Initials

**AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SARABAY ASSOCIATES, L.L.L.P.,  
a Florida limited liability limited partnership**

**formally,  
SARABAY ASSOCIATES, LTD.  
a Florida limited partnership**

**FLORIDA DOCUMENT #A05000000736**

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The undersigned, constituting the general partners of SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on April 13, 2005, hereby amends said Certificate of Limited Partnership of SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, as follows:

1. Paragraphs 1 through 5 are hereby amended in their entirety to read as follows:
  1. The name of the Partnership is:  
  
SARABAY ASSOCIATES, L.L.L.P
  2. The mailing address of the Partnership is:  
  
1991 Main Street, Suite 208  
Sarasota, Florida 34236
  3. The principal office address of the Partnership is:  
  
1991 Main Street, Suite 208  
Sarasota, Florida 34236
  4. The name and address of the registered agent of the Partnership is:  
  
Wayne M. Ruben  
1991 Main Street, Suite 208  
Sarasota, Florida 34236
  5. The name and address of the managing general partner of the Partnership is:  
  
Ruben-Holland Legends Bay, LLC  
1991 Main Street, Suite 208  
Sarasota, Florida 34236

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2. Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

3. The execution of this Amendment by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned general partners of the Partnership have consented to the execution of this Amendment to the Certificate of Limited Partnership of SARABAY ASSOCIATES, L.L.P., a Florida limited liability limited partnership, on this 5 day of October 2006.

WITNESSES:

Shayne A. Boggs  
Print Name SHAYNE A. BOGGS

Jeff B. McNeal  
Print Name Jeffery B. McNeal

David S. Band  
David S. Band

"CURRENT MANAGING GENERAL PARTNER"

WITNESSES:

Cindy C. Froula  
Print Name CINDY C. FROULA  
Shayne A. Boggs  
Print Name SHAYNE A. BOGGS

Ruben-Holland Legends Bay, LLC, a  
Florida limited liability company

By: Wayne M. Ruben  
Wayne M. Ruben, as its Manager

"NEW MANAGING GENERAL PARTNER"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SARABAY ASSOCIATES, L.L.L.P.,  
a Florida limited liability limited partnership

Having been named to accept service of process for SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, at the place designated in the foregoing Amendment to the Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: \_\_\_\_\_

10/5/06

\_\_\_\_\_  
Wayne M. Ruben

"REGISTERED AGENT"