

Division

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LLLP AMENDMENT/RESTATEMENT/CORRECTION

KNIGHTS ASSOCIATES, L.L.L.P.

Certificate of Status	0
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EXAMINER

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

FLORIDA DOCUMENT #A5000000737

WAYNE M. RUBEN ("Ruben"), previously designated a Managing General Partner of Knights Associates, L.L.L.P., a Florida limited liability limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on April 13, 2005, and RUBEN-HOLLAND MANAGEMENT, LLC, a Florida limited liability company ("Management"), as substitute Managing General Partner of the Partnership, hereby amend said Certificate of 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:

KNIGHTS 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:

J. Michael Hartenstine
200 South Orange Avenue
Sarasota, Florida 34236

5. The name and address of the general partner of the Partnership is:

Ruben-Holland Management, LLC
1991 Main Street, Suite 208
Sarasota, Florida 34236

2. The term "Managing General Partner" shall mean Ruben-Holland Management, LLC, a Florida limited liability company, or any other person or entity admitted as a Managing General Partner by consenting to be bound by the terms of the Partnership's Limited Liability Limited Partnership Agreement. A Managing General Partner may be both a general partner and a limited partner of the Partnership. The address of the Managing General Partner is: 1991 Main Street, Suite 208, Sarasota, FL 34236.

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3. David S. Band resigned as a Managing General Partner of the Partnership, pursuant to a document entitled "Retirement and Resignation" executed effective August 10, 2009.

4. 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.

5. 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, Ruben and Management have executed this Amendment to the Certificate of Limited Partnership of the Partnership on this 6th day of October 2009.


WAYNE RUBEN

DAVID S. BAND

By: 

Wayne Ruben

As David S. Band's true and lawful attorney-in-fact in accordance with Section 8.10 of the Limited Liability Limited Partnership Agreement of the Partnership dated April 13, 2005, as amended

PREVIOUSLY DESIGNATED MANAGING
GENERAL PARTNERS

RUBEN-HOLLAND MANAGEMENT, LLC,
a Florida limited liability company

By: 

Wayne Ruben

As Its Manager

SUBSTITUTE MANAGING GENERAL PARTNER

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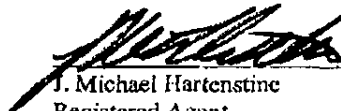
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Knights Associates, L.L.P., a Florida limited liability limited partnership (the "Partnership"), the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


J. Michael Hartenstine
Registered Agent

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