

A05623

Richard J. Rakita

A T T O R N E Y     A T     L A W

SUITE 1100  
735 NORTH WATER STREET  
MILWAUKEE, WISCONSIN 53202-4105  
(414) 271-4008  
FAX (414) 271-9408

November 17, 1997

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

100002352981--0  
-11/20/97--01070--002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Gentlemen:

Re: Terrace, Limited

A05623

Enclosed please find Fourth Amendment to Certificate of Limited Partnership for the above, together with a check in the amount of \$52.50 to cover your fee.

Very truly yours,



Richard J. Rakita

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TALLAHASSEE, FLORIDA

RJR:mh  
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 24, 1997

RICHARD J. RAKITA  
735 N.WATER ST., SUITE 1100  
MILWAUKEE, WI 53202-4105

SUBJECT: TERRACE, LIMITED  
Ref. Number: A05623

We have received your document for TERRACE, LIMITED 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.

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: 297A00056106

FOURTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, a Certificate of Limited Partnership for TERRACE, LIMITED was filed with the Secretary of State on March 8, 1977, and subsequently recorded among the Public Records of Dade County, Florida, in Official Records Book 9611, at Page 1066; and

WHEREAS, an Amendment to the Certificate of Limited Partnership was filed with the Secretary of State on August 26, 1977, and subsequently recorded among the Public Records of Dade County, Florida, in Official Records Book 9794, at Page 434; and

WHEREAS, a Second Amendment to the Certificate of Limited Partnership was filed with the Secretary of State on December 30, 1977, and duly recorded among the Public Records of Dade County, Florida, in Official Records Book 9912, at Page 1437; and

WHEREAS, a Third Amendment to the Certificate of Limited Partnership was filed with the Secretary of State on March 4, 1988; and

WHEREAS, NATHAN J. RAKITA and ROSE FORMAN the currently designated General Partners of TERRACE, LIMITED, a limited partnership; and

WHEREAS, the said NATHAN J. RAKITA has resigned as General Partner, pursuant to the attached Resignation; and

WHEREAS, the Limited Partner, RAKMAN DEVELOPMENT COMPANY NO. 3, has selected NATHAN J. RAKITA as Trustee of the NATHAN J. RAKITA REVOCABLE TRUST U/D MARCH 18, 1997, to be a successor General Partner.

NOW, THEREFORE, the undersigned, being the Limited Partner named in the above described Certificate of Limited

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Partnership, as Amended, and being in receipt of the resignation of NATHAN J. RAKITA as a General Partner of said Limited Partnership, does hereby, in accordance with the Certificate of Limited Partnership, appoint and substitute NATHAN J. RAKITA as Trustee of the NATHAN J. RAKITA REVOCABLE TRUST U/D MARCH 18, 1997, as a General Partner of said Limited Partnership.

Accordingly, the Certificate of Limited Partnership above referred to is amended in the following respects:

1. ¶4 is amended to read as follows:

4. The name and place of residence of each Partner is as follows:

ROSE FORMAN, General Partner  
9350 West Bay Harbor Drive  
Miami, FL 33154

0.5%

NATHAN J. RAKITA, As Trustee of the  
NATHAN J. RAKITA REVOCABLE TRUST  
U/D MARCH 18, 1997,  
General Partner  
4000 North 44th Avenue  
Hollywood, FL 33021

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RAKMAN DEVELOPMENT COMPANY NO. 3,  
a Partnership, Limited Partner  
4000 North 44th Avenue  
Hollywood, FL 33021

99.0%

2. ¶8 is amended to read as follows:

8. After all contributions and loans made by the Limited Partner to the partnership have been repaid, the proceeds or the other compensation by way of income to which the General Partners and the Limited Partner shall be entitled shall be distributed as follows:

ROSE FORMAN, General Partner  
9350 West Bay Harbor Drive  
Miami, FL 33154

0.5%

NATHAN J. RAKITA, as Trustee of the  
NATHAN J. RAKITA REVOCABLE TRUST 0.5%  
U/D MARCH 18, 1997,  
General Partner  
4000 North 44th Avenue  
Hollywood, FL 33021

RAKMAN DEVELOPMENT COMPANY NO. 3,  
a Partnership, Limited Partner  
4000 North 44th Avenue  
Hollywood, FL 33021

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3. ¶11 is amended to read: There are two (2) General Partners. Should either General Partner die, retire, become dissolved, or otherwise be incompetent to act, a substitute General Partner shall be appointed by the Limited Partner.

4. In all other respects, the Certificate of Limited Partnership, as previously Amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 4th day of November, 1997.

RETIERING GENERAL PARTNER:

Nathan J. Rakita  
Nathan J. Rakita

GENERAL PARTNERS:

Rose Forman  
Rose Forman

NATHAN J. RAKITA, as Trustee of the  
NATHAN J. RAKITA REVOCABLE TRUST  
U/D MARCH 17, 1997

Nathan J. Rakita  
Nathan J. Rakita, Trustee

LIMITED PARTNER:

RAKMAN DEVELOPMENT COMPANY NO. 3

Rose Forman  
Rose Forman, Partner

NATHAN J. RAKITA REVOCABLE TRUST  
U/D MARCH 17, 1997, Partner

Nathan J. Rakita  
Nathan J. Rakita, Trustee

LILLIAN S. RAKITA REVOCABLE TRUST  
U/D MARCH 17, 1997, Partner

Lillian S. Rakita  
Lillian S. Rakita, Trustee

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ACKNOWLEDGEMENTS

STATE OF WISCONSIN )  
 ) SS.  
COUNTY OF MILWAUKEE )

BEFORE ME, the undersigned authority, personally appeared ROSE FORMAN, Partner of RAKMAN DEVELOPMENT COMPANY NO. 3, a Partnership, Limited Partner, and as General Partner of TERRACE, LIMITED, to me known to be the person described in and who executed the foregoing Fourth Amendment to Certificate of Limited Partnership, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Milwaukee, said County and State, this 4th day of November, 1997.

Colleen C. McCarthy  
Colleen C. McCarthy  
Notary Public, State of Wisconsin  
My commission expires: May 6, 2001

STATE OF WISCONSIN )  
 ) SS.  
COUNTY OF MILWAUKEE )

BEFORE ME, the undersigned authority, personally appeared NATHAN J. RAKITA, as Retiring General Partner of TERRACE, LIMITED, and as Trustee of the NATHAN J. RAKITA REVOCABLE TRUST U/D MARCH 17, 1997, General Partner of TERRACE, LIMITED, and as Partner of RAKMAN DEVELOPMENT COMPANY NO. 3, a Partnership, Limited Partner; and LILLIAN S. RAKITA, Trustee of the LILLIAN S. RAKITA REVOCABLE TRUST U/D MARCH 17, 1997, Partner of RAKMAN DEVELOPMENT COMPANY NO. 3, a Partnership, Limited Partner, to me known to be the persons described in and who executed the foregoing Fourth Amendment to Certificate of Limited Partnership, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Milwaukee  
County and State, this 4th day of November, 1997.

*Maxine E. Haas*

Maxine E. Haas

Notary Public, State of Wisconsin

My commission expires: June 25, 2000

This instrument was drafted by:

Richard J. Rakita

Attorney at Law

735 North Water Street, Suite 1100

Milwaukee, WI 53202-4105

Telephone: (414) 271-4008

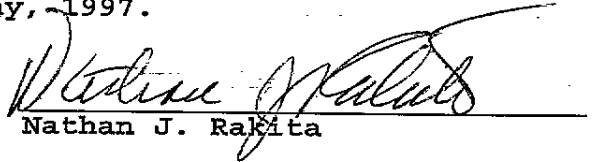
Telefax: (414) 271-9408

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RESIGNATION

I, the undersigned, hereby resign as a General Partner of  
TERRACE, LIMITED, a Limited Partnership.

Dated this 7th day of May, 1997.

  
Nathan J. Rakita

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