

A06431



MERCEDE BUILDINGS

Florida's Finest
OFFICE BUILDINGS • SHOPPING CENTERS • INDUSTRIAL PARKS

December 15, 1997

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

RE: John F. Mercedes, Ltd., a Florida limited partnership

Dear Sir or Madam:

Enclosed please find the Certificate of Amendment to Certificate of Limited Partnership of John F. Mercedes, Ltd. together with our check in the amount of \$105.00, representing the fee for filing the amendment and the fee for a certified copy of the amendment.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Lynda J. Bird

Lynda J. Bird

General Counsel for John F. Mercedes

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Name	
Availability	4/b
Document Enclosures	DCC
Examiner	DCC
Updater	DCC
Verifier	DCC
Adm. Judgement	DCC
Ver. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

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ESTABLISHED 1927 • Developed by Mercedes Sons & Daughter of Florida • Building Owners / Developers / Property Managers

MERCEDE 1-95
COMMERCE CENTER
890 North Andrews Avenue
Pompano Beach, Florida 33069

MERCEDE EXECUTIVE PARK
& MERCEDE ARCADE SHOPPES
University Drive & Sunrise Boulevard
Plantation, Florida 33322

MERCEDE AMERICANA PLAZA
On University Dr. N. of Oakland Park Blvd.
3800-3878 North University Drive
Sunrise, Florida 33321

PRIME SPACE MGMT., INC.
MERCEDE EXECUTIVE PARK
1876 North University Drive
Plantation, Florida 33322

Executive Offices: MERCEDE EXECUTIVE PARK, PARK VIEW BUILDING (954) 475-9000
1876 North University Drive Fort Lauderdale, Florida 33322-4102

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JOHN F. MERCEDE, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 13, 1978, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendments:

Article I (3) is amended as follows:

3. Place of Business: The principal place of business of the partnership shall be at 1876 N. University Drive, Suite 300, Plantation, FL 33322, or at such other place as the General Partner may designate that the business of the Partnership or any part thereof may be conducted elsewhere.

Article I (5) is amended as follows:

5. Purposes: The Partnership is organized for the following purposes:

- A. The purpose of the partnership is to hold, operate, manage and service the Mercede Americana Plaza, more particularly described on Exhibit "A" attached hereto (hereinafter called "MAP") and to maintain, sell, lease, convey, improve, mortgage or encumber MAP, to construct additions to the buildings located on MAP, and to take such further action in connection with MAP as may be necessary for the protection of the partnership's investment in MAP, or as may be otherwise in the best interest of the partnership.

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Article I (6) is amended as follows:

6. Name and Address of the General Partner: The name and residence address of the General Partner of the Partnership is as follows:

<u>Name</u>	<u>Residence</u>
John F. Mercede	6361 Brava Way Boca Raton, FL 33433

Article I (7) is amended as follows:

7. Name and Addresses of the Limited Partners: The name and place of residence of each Limited Partner interested in said Partnership is as follows:

<u>Name</u>	<u>Residence</u>
Efstathis N. Deftereous	19 Pamin Road Bedford View #2008 Republic So. Africa
S. Moussouri	P.O. Box 14878 N. Palm Beach, FL 33408
John C. Mercede	11821 S.W. 3 rd Street Plantation, FL 33325
Sky C. Mercede	23184 Boca Club Colony Circle Boca Raton, FL 33433
Richard S. Mercede	21735 El Bosque Way Boca Raton, FL 33428
Sandra Mercede	6361 Brava Way Boca Raton, FL 33433
Nancy Joyce Mercede, Trustee of the Nancy Joyce Mercede Revocable Living Trust U/A/d October 3, 1977	826 Elderberry Way Boca Raton, FL 33486

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Article II (2) is amended as follows:

(2) Net Profit or Loss of General Partner: The share of the profits or other compensation by way of income and the share of losses which the General Partner shall receive by reason of his contribution is as follows:

<u>Name</u>	<u>Percentage Amount</u>
John F. Mercede	32.405%

Article II (3) and (4) are hereby deleted.

Article II (6) is amended as follows:

(6) Net Profit or Loss of Limited Partner: The share of the profits or other compensation by way of income and the share of losses which the Limited Partners shall receive by reason of his/her contribution is as follows:

<u>Name</u>	<u>Percentage Amount</u>
Efstathis N. Deftereous	6.973
S. Moussouri	5.077
John C. Mercede	19.3674
Sky C. Mercede	19.5244
Richard S. Mercede	12.6224
Sandra Mercede, Limited Partner	3.0154
Nancy Joyce Mercede, Trustee of the Nancy Joyce Mercede Revocable Living Trust U/A/d October 3, 1977	1.0154

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Article V. (1) is amended as follows:

(1) Duration. The term for which this Partnership is to exist is thirty (30) days from the date of this Amendment unless sooner dissolved as provided for herein. The General Partner may dissolve the Partnership at any time after thirty (30) days written notice to the Limited Partner.

Article VI (1) is amended as follows:

(1) Books of Accounts: Proper books of account of the Partnership shall be kept in accordance with generally accepted accounting principles by or under the supervision of the General Partner at 1876 North University Drive, Plantation, FL 33322, and shall be open for inspection by any Partner or his representative upon reasonable notice to the General Partner, at any reasonable time, during normal business hours. The accounts of the Partnership shall be audited as of the close of each annual period by any Independent Public Accountant selected by the General Partner.

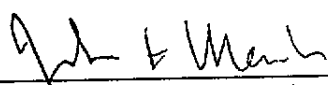
Article VII, p. 13 General Contractor and Cost Over-run paragraphs are hereby deleted.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of current general partner:

JOHN F. MERCEDE, LTD., a Florida limited partnership

By: _____


John F. Mercede, General Partner

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