

AD6577

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

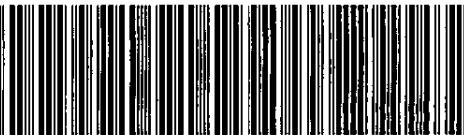
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/22/10--01038--021 **52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10 APR 22 PM 2:39

D. BRUCE
APR 23 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Worth Avenue Associates, Ltd.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Carol Bartels
Contact Person
The Goodman Company
Firm/Company
777 S. Flagler Drive, Suite 1101
Address
West Palm Beach, FL 33401
City, State and Zip Code
cbartels@thegoodmancompany.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Carol Bartels at (561) 833-3777
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$52.50 Filing Fee \$61.25 Filing Fee
and Certificate of Status \$105.00 Filing Fee
and Certified Copy \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Worth Avenue Associates, Ltd.

Insert name currently on file with Florida Department of State

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on June 9, 1978, assigned Florida document number A06577, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

New name must be distinguishable and contain an acceptable suffix.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:
(Must be STREET address)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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New Mailing Address:
(May be post office box)

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

Lawrence A. Silvestri

New Registered Office Address:

Enter Florida street address

_____, Florida
City _____ Zip Code _____

New Registered Agent's Signature, if changing Registered Agent:

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.

Lawrence A. Silvest

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

See F. next page

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	<u>Esplanade GP, LLC</u> A FLORIDA LLC	<u>777 South Flagler Drive</u> <u>West Palm Beach, FL</u> <u>33401</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
	<u>Esplanade GP, LLC</u> A DELAWARE LLC	<u>777 South Flagler Drive</u> <u>West Palm Beach, FL</u> <u>33401</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
	<u>M0500004417</u>		<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
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ALLIANT
FAMILY OFFICE, FLORIDA
Add
Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Please Delete Document No. L98000001831 -- Esplanade GP LLC

Please Add Document No. M05000004417 -- Esplanade GP LLC

Effective date, if other than the date of filing:

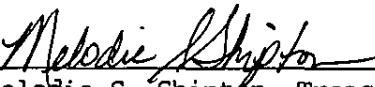
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

Esplanade GP LLC, general partner

By Goodman Properties, Inc., its manager


Melodie S. Shipton, Treasurer

FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

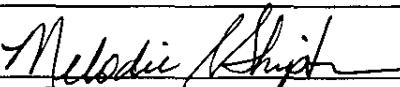
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Signature(s) of all new or dissociating general partner(s), if any:

Esplanade GP LLC, general partner

By Goodman Properties, Inc., its manager


Melodie S. Shipton, Treasurer

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75