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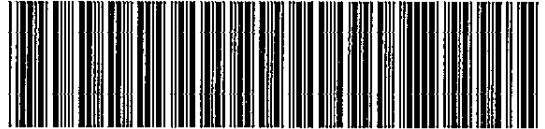
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATION  
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TALLAHASSEE, FLORIDA

Capitol Services, Inc.  
1045 Merritt Drive  
Tallahassee, FL 32301 (850) 878-4734  
Kathi or Brent

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TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- 1. Anastasia Associates, LTD A-06799  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ANASTASIA ASSOCIATES, LTD.**

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TALLAHASSEE, FLORIDA

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 the 14<sup>th</sup> day of September, 1978, as further amended by that certain **Amended and Restated Certificate and Agreement of Limited Partnership** dated March 28, 1979 and filed with the Secretary of State of the State of Florida on July 2, 1979, and that certain **Amendment to Certificate of Limited Partnership** dated March 27, 1998, and filed with the Secretary of State of the State of Florida on March 27, 1998; adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. The General Partner's name and address is as follows:

**Dunes, LLC**  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756

L03000016977

2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Second Amendment to the Amended and Restated Agreement of Limited Partnership pursuant to Exhibit A is attached hereto.

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment to Certificate as to the 11<sup>th</sup> day of June 2003.

By: **Dunes, LLC**  
A Florida Limited Company  
SOLE GENERAL PARTNER

By:   
**Thomas F. Flynn, Manager**

Exhibit A  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP FOR  
ANASTASIA ASSOCIATES, LTD.

THIS SECOND AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR ANASTASIA ASSOCIATES, LTD. ("Amendment"), is made and entered into effective as of the 11<sup>th</sup> day of June, 2003, by and among THOMAS F. FLYNN, as withdrawing General Partner (the "Withdrawing General Partner"), ELMER BUD RICHTER and KING J. RICHTER, as the Limited Partners (collectively, the "Limited Partners"), and DUNES, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, ANASTASIA ASSOCIATES, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on September 14, 1978 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Certificate and Agreement of Limited Partnership dated March 28, 1979 and filed with the Secretary of State of the State of Florida on July 2, 1979, and that certain Amendment to Certificate of Limited Partnership dated March 27, 1998, and filed with the Secretary of State of the State of Florida on March 27, 1998 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner is transferring a portion of his right, title and interest as the General Partner in the Partnership to the Substitute General Partner and is converting the remainder of his interest into the interest of a Special Limited Partner, as of the effective date hereof; and

WHEREAS, the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's consent to all of the following: (i) having Thomas F. Flynn transfer a portion of his interest in the Partnership to the Substitute General Partner; (ii) having Thomas F. Flynn withdraw as an individual General Partner; (iii) having Dunes, LLC admitted as the new and sole General Partner; (iv) converting Thomas F. Flynn to a Special Limited Partner; and (v) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

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TALLAHASSEE, FLORIDA

(1) Section 1.2, Principal Place of Business, and the reference to the Partnership's place of business in Section 13.1 shall be amended by replacing the designation of the principal place of business of the Partnership with:

*516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-3302*

(2) Section 1.3(a) shall be amended to provide that the name and address of the General Partner is as follows:

*Dunes, LLC  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-*

(3) Section 2.11 shall be amended and restated as follows:

*"General Partner means Dunes, LLC (as the successor to Thomas F. Flynn), or other Person or Persons that succeed it in that capacity."*

(4) Upon his withdrawal as the General Partner, Thomas F. Flynn is transferring three-tenths (0.3) of his General Partner Unit to the Substitute General Partner and the remaining portion of Thomas F. Flynn's interest in the Partnership represented by the remaining seven-tenths (0.7) of such General Partner Unit is hereby converted into the interest of a Special Limited Partner, and Thomas F. Flynn shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement with respect to such retained interest. The names and addresses of the Partners and their respective Units in the Partnership are set forth on Schedule "A" attached hereto and made a part hereof by reference, and Section 3.1 is hereby amended in accordance therewith.

(5) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(6) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(7) By signing this Amendment, all parties below hereby consent to the simultaneous transfer of a portion of Thomas F. Flynn's interest in the Partnership to the Substitute General Partner, the withdrawal of Thomas F. Flynn as an individual General Partner, the conversion of Thomas F. Flynn to a Special Limited Partner, and the admission of Dunes, LLC as the new sole General Partner of the Partnership, all as described herein, and the other amendments to the Partnership Agreement set forth herein.

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IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above.

**SUBSTITUTE GENERAL PARTNER:**

DUNES, LLC,  
a Florida limited liability company

**ATTEST:**

By: *Linda Sadlon*  
Print Name: LINDA SADLON

By: *Thomas F. Flynn*  
Thomas F. Flynn, Manager

**WITNESSES:**

**WITHDRAWING GENERAL PARTNER:**

*Linda Sadlon*  
Print Name: LINDA SADLON

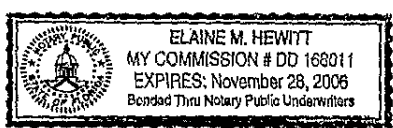
*Thomas F. Flynn*  
THOMAS F. FLYNN

*Katherine Scatter*  
Print Name: KATHERINE SCATTER

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this 11 day of June, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Thomas F. Flynn**, both individually and as Manager of **Dunes, LLC**, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of **Dunes, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

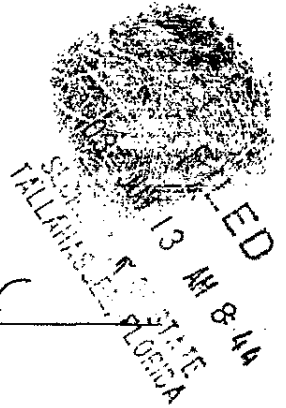
IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



*Elaine M. Hewitt*  
Notary Public  
Print Name: Elaine M. Hewitt  
Commission No: DD 168011  
My Commission Expires: 11/28/06

Limited Partners' Signature Pages and Notary Acknowledgments Follow

LIMITED PARTNER:



*Elmer Bud Richter*

Print Name: ELMER BUD RICHTER

ELMER BUD RICHTER

Print Name: \_\_\_\_\_

STATE OF California  
COUNTY OF Fresno

On this 3rd day of June, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Elmer Bud Richter**, a Limited Partner, who is personally known to me or produced Cal ID # 20169406 as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

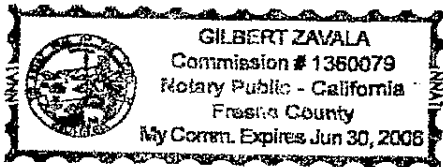
*Gilbert Zavala*

Notary Public

Print Name: Gilbert Zavala

Commission No: 1360079

My Commission Expires: 6-30-06



LIMITED PARTNER:

*King J. Richter*  
KING J. RICHTER

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

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TALLAHASSEE FLORIDA

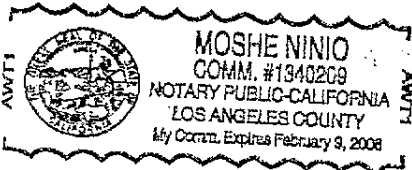
STATE OF California  
COUNTY OF Los Angeles

On this 22<sup>nd</sup> day of May, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **King J. Richter**, a Limited Partner, who is personally known to me or produced California Driver License as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

*Moshe Ninio*

Notary Public  
Print Name: Moshe Ninio  
Commission No: 1340209  
My Commission Expires: Feb-9-2006





SCHEDULE "A"

GENERAL PARTNER:

GENERAL PARTNER UNITS

Dunes, LLC  
516 Lake View Road, Unit 8  
Clearwater, FL 33756-3301

0.30

LIMITED PARTNER:

LIMITED PARTNER UNITS

Elmer Bud Richter  
1240 S. Philip  
Fresco, CA 39727

13.00

King J. Richter  
3192 Toppington Dr.  
Beverly Hills, CA 90210

14.00

SPECIAL LIMITED PARTNERS:

CONVERTED  
GENERAL PARTNER UNITS

Thomas F. Flynn  
516 Lake View Road, Unit 8  
Clearwater, FL 33756-3301

0.70

Richard J. Bjelland  
888 Wilson Street  
Woodburn, OR 97071

1.00

Roger B. Midura  
1761 Breakers West Boulevard  
West Palm Beach, FL 33411

1.00

**Total Limited Partner Units:**

**27.00**

**Total General Partner and Converted General Partner Units:**

**3.00**

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CLERK OF THE COURT