

A07231

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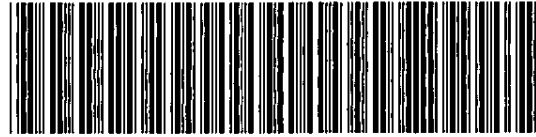
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N. Culligan JAN 11 2011

MICHAEL G. NEARING, ESQ.

2000 South Dixie Highway, Suite 112, Miami, FL 33133
telephone 305-573-1550
facsimile 305-573-1559
mnearing@nearingfirm.com

January 5, 2011

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

Attn: Limited Partnership Section

Re: Callahan Plaza Associates, LLP., Document A07231

Please file the enclosed Amendment Number Five to Limited Partnership Agreement and Certificate of the above-referenced limited partnership. We enclose our firm's check in the sum of \$52.50 to cover the filing fee.

Should you have any questions, please feel free to contact me.

Thank you for your assistance in this matter.

Very truly yours,


Michael G. Nearing

Cc: Geraldine Frost
Dennis Price
Kenneth Price
Claire Duchemin, Esq.

**AMENDMENT NUMBER FIVE
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF CALLAHAN PLAZA ASSOCIATES, LTD**

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THIS AMENDMENT NUMBER FIVE, to Callahan Plaza Associates Limited Partnership Agreement and Certificate made and entered into on May 10, 1978, whose Certificate made and entered into on May 10, 1978, whose Certificate was filed with the Florida Department of State on January 30, 1979, as amended by First Amendment on August 8, 1980, and Second Amendment on January 5, 1995, and Third Amendment on July 7, 1995 and by Fourth Amendment on August 30, 1996,

Article II, Section 2.01, is deleted in its entirety, and its place and stead, the following Article II is provided:

"ARTICLE II.

PARTNERSHIP INTERESTS, CONTRIBUTIONS AND LOANS

SECTION 2.01. IDENTITY OF PARTNERS; PERCENTAGE INTERESTS.

(a) The General Partners and their respective interests in the Partnership ("Percentage Interest") are:

KENNETH J. PRICE - 17 & 1/3%

DENNIS J. PRICE - 16 & 1/3%

GERALDINE A. FROST - 16 & 1/3%

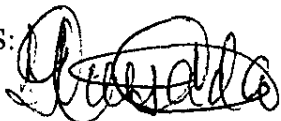
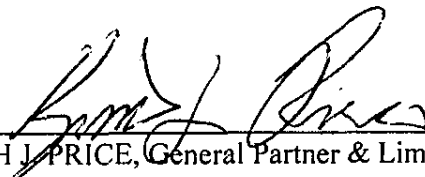
(b) The Limited Partners and their respective interest in the Partnership ("Percentage Interest") are:

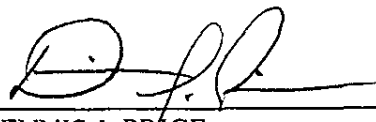
KENNETH J. PRICE	-	26 & 2/3%
DENNIS J. PRICE	-	11 & 2/3%
GERALDINE A. FROST	-	11 & 2/3%



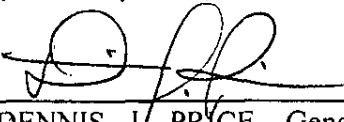
This Amendment is effected to reflect distribution of the fifty (50%) percent Limited Partnership interest from the Estate of MARY A. PRICE by the Trustee under the Trust A and Trust B, respectively, of the MARY A. PRICE TRUST AGREEMENT dated October 16, 1985, as amended, on terms determined by agreement of General and Limited Partners.



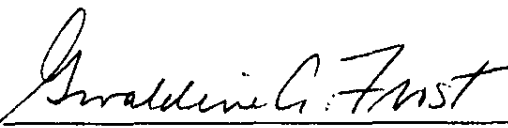
IN WITNESS WHEREOF, this Amendment Number Five to Agreement has been duly executed by all General and Limited Partners, with effect on the 3rd day of January, 2011.


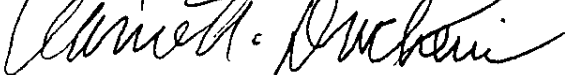
WITNESSES:



 KENNETH J. PRICE, General Partner & Limited Partner



 DENNIS J. PRICE,
 Trustee of the MARY A. PRICE
 TRUST AGREEMENT dated
 October 16, 1985, as amended,
 Including Trust A (the Marital Trust and Trust B
 (the Family Trust).




 DENNIS J. PRICE, General Partner & Limited Partner




 GERALDINE A. FROST, General Partner & Limited Partner

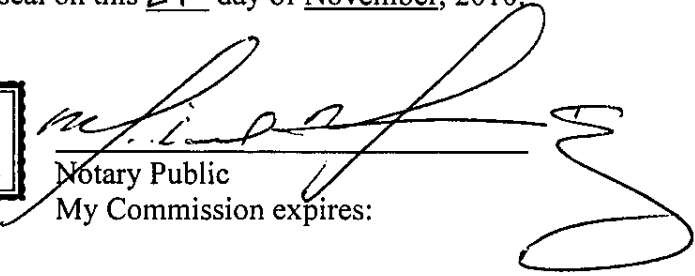



STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

Before me personally appeared KENNETH J. PRICE, General Partner and Limited Partner of CALLAHAN PLAZA ASSOCIATES, LTD., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal on this 29th day of November, 2010.



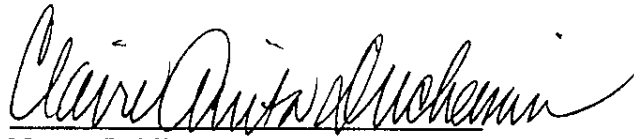


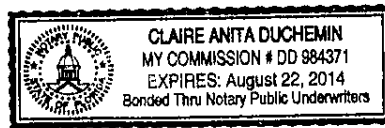
Notary Public
My Commission expires:

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

Before me personally appeared DENNIS J. PRICE, Trustee of Trust A (the Marital Trust) and Trust B (the Family Trust) of the MARY A. PRICE TRUST AGREEMENT dated October 16, 1985, as amended, and as General Partner and Limited Partner of CALLAHAN PLAZA ASSOCIATES, LTD., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal on this 20th day of November, 2010.


Notary Public
My Commission expires:



STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

Before me personally appeared GERALDINE A. FROST, as General Partner and Limited Partner of CALLAHAN PLAZA ASSOCIATES, LTD., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal on this 20th day of November, 2010.

Claire Anita Duchemin

Notary Public
My Commission expires:



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