

A07415

CARLOS WILLIARD & FLANAGAN, P.A.
ATTORNEYS AT LAW

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CORAL GABLES, FLORIDA 33134
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June 12, 2001

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***105.00 ***105.00

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

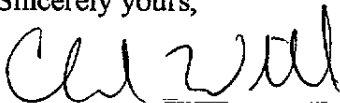
Re: Kendall Industrial Park, Ltd.

Gentlemen:

Enclosed please find an original and one copy of an Amended and Restated Certificate of Limited Partnership for the above referenced partnership. Please file the amendment and return a certified copy. Our check for \$105.00 is also enclosed to cover the cost of filing and certification.

Thank you for your cooperation in this matter.

Sincerely yours,



W. Chad Williard

/ddb
Enc

FILED
01 JUL -2 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Act no. Verifier	
W. P. Verifier	DCC

address of new GP
new GP must sign

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June 27, 2001

Ms. Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

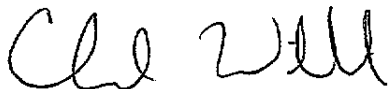
RE: Kendall Industrial Park, Ltd.
Ref. Number: A07415

Dear Ms. Cushing:

Enclosed please find the Amended and Restated Certificate of Limited Partnership, with the additional information requested by your office, for the above referenced Limited Partnership: the address of the new General Partner, Thomas Peter Carlos (a/k/a Peter T. Carlos is 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134. Should you need anything further, please do not hesitate to contact me. Thank you for your courtesy and cooperation.

Yours truly,

CARLOS WILLIARD & FLANAGAN, P.A.



W. Chad Williard

/blc

Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 20, 2001

W. CHAD WILLIARD
CARLOS WILLIARD & FLANAGAN, P.A.
999 PONCE DE LEON BLVD., SUITE 1000
CORAL GABLES, FL 33134

SUBJECT: KENDALL INDUSTRIAL PARK, LTD.
Ref. Number: A07415

We have received your document for KENDALL INDUSTRIAL PARK, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and address is required for any newly designated general partner.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

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) 487-6051.

Diane Cushing
Corporate Specialist

Letter Number: 801A00037547

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALL INDUSTRIAL PARK, LTD.,
a Florida Limited Partnership**

FILED
01 JUL -2 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements set forth in §620.109, Fla. Stat. Ann. (1993), this is the Third Amendment to that Certificate of Limited Partnership of Kendall Industrial Park, Ltd., filed with the Florida Secretary of State on April 13, 1979; and previously amended by a First Amendment filed with the Florida Secretary of State on December 22, 1999 and a Second Amendment filed with the Florida Secretary of State on December 30, 1999.

WHEREAS, an Assignment of General Partnership Interest (the "Assignment") was entered into on June 5, 2000, between Thomas P. Carlos as the Assignor and Thomas Peter Carlos (a/k/a Peter T. Carlos), Trustee of the Carlos Family Trust, Assignee, dated March 15, 2000. The Assignment is on file at the office of the Limited Partnership and was duly approved pursuant to the terms of the Limited Partnership Agreement on June 5, 2000, by a requisite number of the Limited Partners.

NOW, THEREFORE, it is hereby agreed as follows:

1. Thomas P. Carlos has withdrawn as a General Partner of the Kendall Industrial Park Limited Partnership and has been replaced as General Partner in the Kendall Industrial Park Limited Partnership by Thomas Peter Carlos (a/k/a Peter T. Carlos), Trustee of the Carlos Family Trust dated March 15, 2000.

2. Accordingly, Paragraph 1 of the Certificate of Limited Partnership of Kendall Industrial Park, Ltd., is hereby amended to read:

a. Article 1, Paragraph 1.1 is hereby modified that the General Partners for Kendall Industrial Park, Ltd., consist of Thomas Peter Carlos (a/k/a Peter T. Carlos), Trustee of the Carlos Family Trust dated March 15, 2000, Lawrence M. Marks and Jorge Mas, Personal Representative for the Estate of Jorge L. Mas. The address for Thomas Peter Carlos (a/k/a Peter T. Carlos) is 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134.

3. In all other respects the Certificate of Limited Partnership of Kendall Industrial Park, Ltd., a Florida Limited Partnership filed with the Florida Secretary of State on April 13, 1979, as amended by the aforementioned Amendments filed with the Florida Secretary of State on December 22, 1999 and December 30, 1999, respectively, is hereby restated and incorporated herein by reference, and shall remain in full force and effect.

4. This Amendment to the Certificate of Limited Partnership of Kendall Industrial Park, Ltd., may be executed in counterparts and when so executed, each counterpart shall be as fully valid and binding on all parties hereto as every other such counterpart.

IN WITNESS WHEREOF, pursuant to the requirements of §620.109 and §620.114(1)(b), Fla. Stat. Ann. (1993), the appropriate General Partners hereunto set their hands and seals upon the date herein below each signature.

GENERAL PARTNERS:

[Signature]
Witness

Paul A. Signorile
Witness

[Signature]

LAWRENCE M. MARKS
Dated: 4/6, 2001

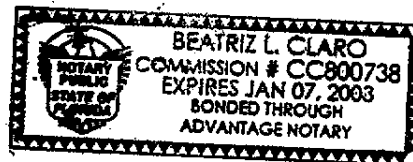
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing Amendment to Certificate and Agreement of Limited Partnership of Kendall Industrial Park, Ltd., a Florida Limited Partnership was acknowledged by me this 6th of April, 2001, by LAWRENCE M. MARKS, who is personally known and who did take an oath.

Beatriz L. Claro
Notary Public, State of Florida
At large

My Commission Expires:



Thomas P. Carlos
Witness

Ruth A. Signorile
Witness:

THOMAS PETER CARLOS (a/k/a
Peter T. Carlos), Trustee of
the Carlos Family Trust dated
3/15/00, Substitute General Partner
Dated: 4/6, 2001
Address: 999 Ponce de Leon
Boulevard, Suite 1000,
Coral Gables, FL 33134

FILED
01 JUL -2 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing Amendment to Certificate and Agreement of Limited Partnership of Kendall Industrial Park, Ltd., a Florida Limited Partnership was acknowledged by me this 6th of April, 2001, by THOMAS PETER. CARLOS (a/k/a Peter T. Carlos), Trustee of the Carlos Family Trust dated March 15, 2000, who is personally known and who did take an oath.

Beatriz L. Claro
Notary Public, State of Florida
At large

My Commission Expires:

