

A08000000705

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BUSH ROSS, P.A.
Account Number : 119990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

L. SELLERS

DEC 15 2009

EXAMINER

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

Bch 11766.1

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
FL RE OPPORTUNITY FUND, LLLP

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE FLORIDA

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December 11, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FL RE OPPORTUNITY FUND, LLLP
20711 STERLINGTON DRIVE
LAND O'LAKES, FL 34638

SUBJECT: FL RE OPPORTUNITY FUND, LLLP
REF: A0800000705

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H09000256088
Letter Number: 609A00037812

RECEIVED

09 DEC 15 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done now. Thank you.

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

FL RE OPPORTUNITY FUND, LLLP

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 JULY 29, 2008, assigned Florida document number A08000000705, 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:

AMERICAS REAL ESTATE OPPORTUNITY FUND, LLLP

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)

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:

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.

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:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	TOTAL CAPITAL MANAGEMENT GROUP, LLC	20711 STERLINGTON DR. LAND O'LAKES, FL 34638	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
GP	TOTAL CAPITAL MANAGEMENT, LLC	20711 STERLINGTON DR. LAND O'LAKES, FL 34638	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> 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.)*

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.)

TOTAL CAPITAL MANAGEMENT, LLC

By: 

SEAN LYONS, MANAGER

TOTAL CAPITAL MANAGEMENT GROUP, L.L.C.

By: 

SEAN LYONS, MANAGER

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

Filing Fee: \$52.50
Certified Copy (optional): \$57.50
Certificate of Status (optional): \$8.75