



# A08820

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02 APR -4 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 512164 4311473

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 105.00

ORDER DATE : April 4, 2002

800005133288--9

ORDER TIME : 1:50 PM

ORDER NO. : 512164-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

BK

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02 APR -4 PM 2:57  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BUENA VISTA REHABILITATION  
ASSOCIATES, LTD.

EFFECTIVE DATE: \_\_\_\_\_

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115  
EXAMINER'S INITIALS: \_\_\_\_\_

**SECOND AMENDMENT TO  
AMENDED AND RESTATED AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP OF  
BUENA VISTA REHABILITATION ASSOCIATES, LTD.**

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Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc., a Florida corporation ("RCFI"), being the current General Partner of Buena Vista Rehabilitation Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), Related RS I, L.P. being the existing Limited Partner of the Limited Partnership, and SF General, Inc., a Delaware corporation, which is withdrawing as a General Partner of the Limited Partnership, hereby execute and submit for filing with the Florida Department of State, this Second Amendment to Amended and Restated Agreement and Certificate of Limited Partnership to read as follows:

1. The name of the Limited Partnership is BUENA VISTA REHABILITATION ASSOCIATES, LTD.

2. The Limited Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on April 23, 1980 with the Florida Department of State and the Office of the Recorder of Dade County, Florida on May 4, 1980. The Agreement and Certificate of Limited Partnership have subsequently been amended from time to time, and was last amended by the filing of an Amendment to Amended and Restated Agreement of Limited Partnership on February 24, 2000 (as amended, "Partnership Agreement").

3. The name and address of the sole General Partner of the Limited Partnership from and after the date hereof are THE RELATED COMPANIES OF FLORIDA, INC., located at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145. RCFI shall have the exclusive power and authority to act for and on behalf of the Limited Partnership in accordance with the provision of the Partnership Agreement. From and after the date hereof, RCFI shall own a 1% interest in the Limited Partnership. From and after the date hereof, SF General, Inc. shall withdraw as a General Partner of the Limited Partnership.

4. From and after the date hereof, the mailing address and principal place of business of the Limited Partnership shall be 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

5. The name and address of the Registered Agent of the Limited Partnership are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

6. Except as specifically amended herein, the provisions of the Partnership Agreement as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to Amended and Restated Certificate of Limited Partnership and Second Amendment to Amended and Restated Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 15<sup>th</sup> day of March, 2002.

**GENERAL PARTNER:**

THE RELATED COMPANIES OF  
FLORIDA, INC., a Florida corporation

By: Matthew J. Allen

Name: Matthew J. Allen

Title: Vice President

**WITHDRAWING GENERAL PARTNER:**

SF GENERAL, INC., a Delaware corporation

By: Harry G. Alcock

Name: Harry G. Alcock

Title: Executive Vice President

**LIMITED PARTNER:**

RELATED RS ASSOCIATES I, L.P.

By: THE RELATED COMPANIES, INC.,  
its general partner

By: Mark Carbone

Name: Mark Carbone

Title: Vice President