

A08984

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000248491 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305)579-0300
Fax Number : (305)579-0321

APPROVED
AND
FILED
03 AUG -6 PM 3:07
STATE
DIVISION OF CORPORATIONS

A08984

LIMITED PARTNERSHIP AMENDMENT
NEIGHBORHOOD DEVELOPMENT, LTD.

RECEIVED
03 AUG -6 PM 2:14
DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

JB
8/6/03

(((H03000248491 0)))

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEIGHBORHOOD DEVELOPMENT, LTD.**

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 June 9, 1980, which was amended and restated on October 6, 1980, adopts the following Certificate of Amendment to its Amended and Restated Certificate of Limited Partnership:

FIRST: Amendment(s):

(a) The Amended and Restated Certificate of Limited Partnership is amended by deleting Section 11.3 in its entirety and by inserting, in lieu thereof, the following new Section 11.3:

11.3 Limitation Upon Transfer of Units: Unless otherwise waived by the Managing Partner, no Partner may transfer, pledge, or otherwise dispose of or encumber his Partnership interest unless the Partnership's counsel or other counsel acceptable to the Managing Partner opines that such transfer or encumbrance would not result in the termination of the Partnership within the meaning of Section 708(b) of the Code, or violate any applicable securities law, including that such transfer or encumbrance may be effective without registration of such interest under the Securities Act of 1933, as amended, and does not violate any applicable state securities law, including suitability standards.

(b) The Amended and Restated Certificate of Limited Partnership is amended by deleting Section 11.4 in its entirety and by inserting, in lieu thereof, the following new Section 11.4:

11.4 Admission of Substituted Partners: Unless otherwise waived by the Managing Partner, no transferee of any Partnership interest shall have the right to become a Partner in place of his transferor unless all of the following conditions are satisfied:

A. The Managing Partner, in its sole and absolute discretion, has consented in writing to the admission of the assignee as such substituted Partner, except such shall not be applicable with respect to Partners A and B;

B. The fully executed and acknowledged Assignment which has been submitted to the Managing Partner as provided in Paragraph 11.1 sets forth the intention of the transferor that the transferee become a substituted Partner;

C. The transferor and the transferee have executed and acknowledged such other instruments as the Managing Partner deems necessary or desirable to effect such admission, including (i) an acceptance and adoption by the transferee of the provisions of this Agreement and (ii) a power-of-attorney, the form and content of which shall be provided by the Managing

(((H03000248491 0)))

FILED
03 AUG -6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H03000248491 0)))

Partner;

D. Any partnership counsel's fee charged, as referred to in Paragraph 11.1 or required for Paragraph 11.3, has been paid in full; and

E. The Certificate of Limited Partnership has been amended to reflect the substitution of a Partner in accordance with the Act.

SECOND: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Amended and Restated Certificate of Limited Partnership as of this 6th day of August, 2003.

By its general partner, PROJECT
ADVISERS CORP., a Florida
corporation


By: Linda F. Murphy
Title: President

03 AUG - 6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADVISERS
AND
FILED

((H03000248491 0)))