

# A09948

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02 APR -4 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 512164 4311473

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 105.00

ORDER DATE : April 4, 2002

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ORDER TIME : 1:51 PM

ORDER NO. : 512164-010

CUSTOMER NO: 4311473

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

RECEIVED  
02 APR -4 PM 2:57  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: FERNANDO ASSOCIATES, LTD.

EFFECTIVE DATE: .....

BK

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  
SECOND AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP OF  
FERNANDO ASSOCIATES, LTD.**

02 APR 24 PM 3:35  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies, Inc., a Delaware corporation ("RCI"), The Related Companies of Florida, Inc., a Florida corporation ("RCFI"), being the current General Partners of Fernando Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), and those individuals designated as Investor Limited Partners and Special Limited Partners on Schedule A attached to the Partnership Agreement (as herein defined), by RCI, as their Attorney-in-Fact, 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 Second Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Limited Partnership is FERNANDO ASSOCIATES, LTD.
2. The Limited Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on January 16, 1981 with the Florida Department of State. The Certificate and Agreement of Limited Partnership has subsequently been amended from time to time, and was last amended by the filing of an Amendment to Second Amended and Restated Certificate and Agreement of Limited Partnership with the Florida Department of State on February 24, 2000 (as amended, the "Partnership Agreement").

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3. The names and addresses of the General Partners of the Limited Partnership from and after the date hereof are (a) THE RELATED COMPANIES, INC., located at 625 Madison Avenue, Fifth Floor Legal Department, New York, New York 10022, and (b) THE RELATED COMPANIES OF FLORIDA, INC., located at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145. RCI shall be designated as the Managing General Partner, having 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, RCI shall own a .99% interest in the Limited Partnership, and RCFI shall own a .01% 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.

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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 the Second Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1<sup>st</sup> day of March, 2002.

**GENERAL PARTNERS:**

THE RELATED COMPANIES, INC.  
a Delaware corporation

By: Mark Carbone  
Name: Mark Carbone  
Title: Vice President

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

By: Matthew John  
Name: Matthew John  
Title: VP

**WITHDRAWING GENERAL PARTNER:**

SF GENERAL, INC., a Delaware corporation

By: Harry G. Alcock  
Name: Harry G. Alcock  
Title: Executive Vice President

**LIMITED PARTNERS:**

THE RELATED COMPANIES, INC.,  
a Delaware corporation, a general partner,  
as Attorney-in-Fact for the Limited Partners

By: Mark Carbone  
Name: Mark Carbone  
Title: Vice President