

A 13 733

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

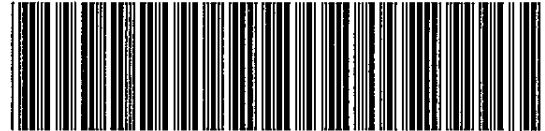
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 OCT -2 AM 10:49

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DIVISION OF CORPORATION

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*BR*



CORPORATION SERVICE COMPANY

★ Filz First ★

ACCOUNT NO. : 072100000032  
REFERENCE : 263324 4322524  
AUTHORIZATION : *Patricia Piguto*  
COST LIMIT : \$ 52.50

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OCT-2 AM 10:49  
TALLAHASSEE FLORIDA

ORDER DATE : October 1, 2003

ORDER TIME : 10:23 AM

ORDER NO. : 263324-005

CUSTOMER NO: 4322524

CUSTOMER: Anna Krimshtein, Esq  
Katz Barron Squitero & Faust  
7th Floor  
2699 South Bayshore Drive  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: JM ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155  
EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

03 OCT -2 AM 10:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 1, 2003

AMANDA HADDAN  
CSC  
TALLAHASSEE, FL

SUBJECT: JM ASSOCIATES, LTD.  
Ref. Number: A13733

We have received your document for JM ASSOCIATES, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

This partnership has previously declared a TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION amount of \$8,273,000.00.

As long as this amount is not exceeded, the partnership will not have to file a SUPPLEMENTAL AFFIDAVIT.

Please note that Item VI on this AMENDED AND RESTATED CERTIFICATE mentions a \$494,857.46 amount. This amount should be reported in the SECOND MONEY BLOCK -- where you report the actual total limited partner contributions to date -- on the Uniform Business Report.

However there should be NO MENTION of contribution amounts in your AMENDED AND RESTATED CERTIFICATE. Please remove Item VI.

ALSO, please note that we have RETAINED the LLLP qualification you sent for this partnership. We will file the LLLP QUALIFICATION after you return the AMENDED AND RESTATED CERTIFICATE.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 703A00054033

RECEIVED  
03 OCT -2 AM 8:48  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

03 OCT -2 AM 10:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

The undersigned, on behalf of the limited partnership named below, (the "Partnership") hereby certifies that:

1. The present name of the Partnership is JM Associates, Ltd. The name under which the Partnership was originally filed is Shopping Center Associates II, Ltd.

2. The date of filing of the original Certificate of Limited Partnership with the Department of State was December 30, 1982. Subsequently, First Amendment and Restatement was filed on January 24, 1983, the Second Amendment to the Certificate of Limited Partnership was filed on December 27, 1983 and the Third Amendment to the Certificate of Limited Partnership was filed on July 3, 1986.

3. The text of the Certificate of Limited Partnership is hereby restated and amended to read as herein set forth in full:

I. Name. The name of the Partnership is JM Associates, Ltd.

II. Address. The principal place of business and the mailing address of the Partnership is:

c/o Katz, Barron, Squitiero, Faust & Boyd, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, Florida 33133

III. Registered Agent. The name and address of the registered agent of the Partnership is:

G11175

Corpco, Inc.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, Florida 33133

III. General Partner. The name and address of the sole General Partner of the Partnership is:

Felicia Gervais  
10 Ripley Lane  
Weston, MA 02493

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STATE OF FLORIDA  
TALLAHASSEE

IV. Purposes. The purposes of the Partnership are:

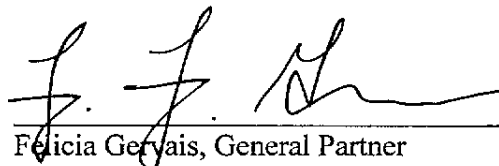
A. Real Property. To own, lease, operate and renovate the parcels of real property located in Fort Lauderdale, Florida at 915 Middle River Drive, Ft Lauderdale, Florida 33304 (the "Partnership Property"); to purchase any outstanding leasehold interest with respect to any Partnership Property and, if necessary or advisable, to sell any Partnership Property; to borrow money in furtherance of such purposes and in connection therewith, to issue evidences of indebtedness and to secure the same by mortgages, other liens or security interests on any Partnership Property; and to perform all acts which may be convenient or incident to the foregoing.

B. Partnership Interests. To hold Class B. Limited Partnership Interest in Shopping Center Associates, Ltd. (Original Partnership) as such interest is defined under the First Restated Limited Partnership Agreement and Restate Certificate of Limited Partnership of Shopping Center Associates, Ltd. dated January 2, 1983, as amended thereafter from time to time, to perform all acts as may be required of a Class B. Limited Partner under said Partnership Agreement and to comply with such other agreements between this Partnership and the Original Partnership.

V. Term. The latest date upon which the Partnership is to dissolve is December 31, 2072.

4. This Amended and Restated Certificate is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

Signed on September 19, 2003.

  
\_\_\_\_\_  
Felicia Gervais, General Partner