



THE UNITED STATES
CORPORATION
COMPANY

A15835

ACCOUNT NO. : 072100000032

REFERENCE : 692195 4311473

AUTHORIZATION :

COST LIMIT :

Patricia Pigato
~~\$ 140.00~~

FILED
02 JAN 14 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 2002

ORDER TIME : 12:10 PM

ORDER NO. : 692195-005

CUSTOMER NO: 4311473

100004773471 -- 9

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

DOMESTIC AMENDMENT FILING

NAME: PALM LAKE ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

FILED
RECEIVED
02 JAN 14 PM 2:58
02 JAN 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP OF
PALM LAKE ASSOCIATES, LTD.**

FILED
02 JAN 14 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Palm Lake Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), Jorge Perez (the "Special Limited Partner"), West Palm Lake Associates Limited Partnership, a Florida limited partnership (the "Limited Partner"), 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 Third Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Limited Partnership is PALM LAKE ASSOCIATES, LTD.
2. The Limited Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on December 1, 1983 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 a Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership with the Florida Department of State on March 13, 2000 (as amended, the "Partnership Agreement").
3. The name and address of the 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 has 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.

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02 JAN 14 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to the 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 19th day of December, 2001.

FILED
02 JAN 14 PM 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

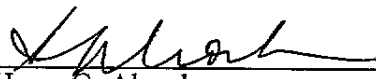
GENERAL PARTNER:

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

By: _____
Name: _____
Title: _____

WITHDRAWING GENERAL PARTNER:

SF GENERAL, INC., a Delaware corporation

By: 
Harry G. Alcock
Executive Vice President

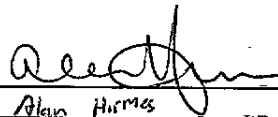
SPECIAL LIMITED PARTNER:

Jorge Perez

LIMITED PARTNER:

WEST PALM LAKE ASSOCIATES LIMITED
PARTNERSHIP, a Florida limited partnership

By: The Related Companies, Inc., a Delaware
corporation, General Partner

By: 
Name: Alan Hermes
Title: _____

By: The Related Companies of Florida, Inc., a
Florida corporation, General Partner

By: _____
Name: _____
Title: _____

of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 17th day of

December, 2002

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JAN 14 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER:

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

By: Matthew J Allen
Name: Matthew J Allen
Title: J.P.

WITHDRAWING GENERAL PARTNER:

SF GENERAL, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

SPECIAL LIMITED PARTNER:

Jorge Perez

LIMITED PARTNER:

WEST PALM LAKE ASSOCIATES LIMITED
PARTNERSHIP, a Florida limited partnership

By: The Related Companies, Inc., a Delaware
corporation, General Partner

By: _____
Name: _____
Title: _____

By: The Related Companies of Florida, Inc., a
Florida corporation, General Partner

By: Matthew J Allen
Name: Matthew J Allen
Title: J.P.