

CT CORPORATION

A16930 (9)

CORPORATION(S) NAME

A16930 9/25 LP amend

214 North Dixie Highway Limited Partnership

702A00054461

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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AAM

Order#: 5608997

800008022418--3

-09/25/02--01057--017

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ref#:

Amount: \$

800008022418--3

-09/25/02--01057--018

\*\*\*\*\*35.00 \*\*\*\*\*35.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**AMENDMENT  
TO THE 214 NORTH DIXIE HIGHWAY LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP**

This Amendment (the "Amendment") to the 214 North Dixie Highway Limited Partnership Certificate of Limited Partnership, is entered into as of September 24, 2002 by and among the undersigned parties.

A. Florenz R. Ourisman and Norman G. Cohen entered into that certain Certificate of Limited Partnership filed with the State of Florida Department of State on April 30, 1984 (the "Certificate") to cause the formation of the 214 North Dixie Highway Limited Partnership, a Florida limited partnership (the "Partnership").

B. Pursuant to the Certificate, Florenz R. Ourisman is a General Partner with a 1% interest in the Partnership and a Limited Partner with a 49% interest in the Partnership.

C. Florenz R. Ourisman has, as of August 3, 2001 (the "Effective Date"), transferred his entire 1% General Partner interest and a portion of his Limited Partner interest equal to a 48.9% ownership interest in the Partnership (collectively, the "Partnership Interest") to FRO Enterprises LLC, a Delaware limited liability company, pursuant to the terms and conditions of the Limited Liability Company Agreement of FRO Enterprises LLC.

*m01-2243*  
D. FRO Enterprises LLC desires to be admitted as a General Partner and Limited Partner in the Partnership, and Florenz R. Ourisman desires to be released and discharged as a General Partner of the Partnership and as a Limited Partner of the Partnership to the extent of his transfer of the Partnership Interest.

E. The parties desire to amend the Certificate to reflect the transfer of the Partnership Interest and to effect other amendments, as set forth herein.

NOW THEREFORE, in consideration for the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned agree as follows:

1. FRO Enterprises LLC is hereby admitted, as of the Effective Date, as both a General Partner and a Limited Partner in the Partnership.
2. Florenz R. Ourisman hereby withdraws as a General Partner of the Partnership.
3. Exhibit A of the Certificate is hereby amended, as of the Effective Date, by deleting Florenz R. Ourisman as a General Partner and inserting in his place FRO Enterprises LLC, by adding FRO Enterprises LLC as a Limited Partner with a 48.9% interest, and by reducing the limited partnership interest of Florenz R. Ourisman to 0.1%. FRO Enterprises LLC address is c/o James Hastings, CPA, 305 Piping Rock Drive, Silver Spring, Maryland 20905.

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TALLAHASSEE FLORIDA

4. Section 9(b)(1) of the Certificate is hereby amended to provide as follows:

Net Cash Flow (as defined in the Partnership Agreement) shall be distributed among the Partners in proportion to their respective Percentage Interests, after the establishment of reserves deemed necessary or appropriate by the Tax Matters Partner (as defined in the Partnership Agreement), no less frequently than monthly.

5. The Certificate, as modified by this Amendment, is hereby ratified.

6. This Certificate may be executed in counterparts each of which shall be deemed an original and all of which when taken together constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the undersigned did execute this Amendment effective as of the day and year first above written.

GENERAL PARTNERS:

\_\_\_\_\_  
Norman G. Cohen

FRO Enterprises LLC, a Delaware limited liability company

By:

Margaret O. Linder  
Margaret O. Linder  
Manager

Beth O. Rocks  
Beth O. Rocks  
Manager

WITHDRAWING GENERAL  
PARTNER:

\_\_\_\_\_  
Florenz R. Ourisman

IN WITNESS WHEREOF, the undersigned did execute this Amendment effective as of the day and year first above written.

GENERAL PARTNERS:



\_\_\_\_\_  
Norman G. Cohen

FRO Enterprises LLC, a Delaware limited liability company

By:

\_\_\_\_\_  
Margaret O. Linder  
Manager



\_\_\_\_\_  
Beth O. Rocks  
Manager

WITHDRAWING GENERAL  
PARTNER:

\_\_\_\_\_  
Florenz R. Ourisman

IN WITNESS WHEREOF, the undersigned did execute this Amendment effective as of the day and year first above written.


GENERAL PARTNERS:

\_\_\_\_\_  
Norman G. Cohen

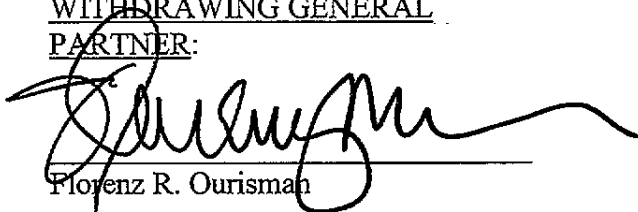
FRO Enterprises LLC, a Delaware limited liability company

By:

\_\_\_\_\_  
Margaret O. Linder  
Manager

  
\_\_\_\_\_  
Beth O. Rocks  
Manager


WITHDRAWING GENERAL  
PARTNER:


  
\_\_\_\_\_  
Florenz R. Ourisman

LIMITED PARTNERS:

FRO Enterprises LLC, a Delaware limited liability company

By:

  
Margaret O. Linder  
Manager

  
Beth O. Rocks  
Manager

\_\_\_\_\_  
Florenz R. Ourisman

Norman G. Cohen Children's Trust

By: \_\_\_\_\_  
S. Robert Cohen, Trustee

\_\_\_\_\_  
Norman G. Cohen, as Personal Representative of  
the Estate of Roberta B. Cohen


LIMITED PARTNERS:

FRO Enterprises LLC, a Delaware limited liability company

By:

\_\_\_\_\_  
Margaret O. Linder  
Manager

  
Beth O. Rocks  
Manager

  
Florenz R. Ourisman

Norman G. Cohen Children's Trust

By: \_\_\_\_\_  
S. Robert Cohen, Trustee

\_\_\_\_\_  
Norman G. Cohen, as Personal Representative of  
the Estate of Roberta B. Cohen




LIMITED PARTNERS:

FRO Enterprises LLC, a Delaware limited liability company

By:

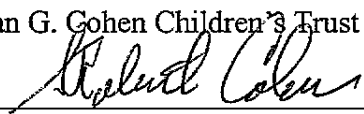
\_\_\_\_\_  
Margaret O. Linder  
Manager

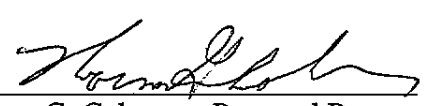
  
\_\_\_\_\_  
Beth O. Rocks  
Manager

\_\_\_\_\_  
Florenz R. Ourisman

Norman G. Cohen Children's Trust

By:

  
\_\_\_\_\_  
S. Robert Cohen, Trustee

  
\_\_\_\_\_  
Norman G. Cohen, as Personal Representative of  
the Estate of Roberta B. Cohen