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P.O. BOX 39238
FORT LAUDERDALE, FL 33339-9238

January 19, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Hypoluxo Plaza, Ltd. - Amendment and Restatement of
Certificate of Limited Partnership

Dear Sir or Madam:

Enclosed is the original and one copy of an Amendment and Restatement of Certificate of Limited Partnership for the above Limited Partnership. A check for \$105.00 is also enclosed for the filing fee and the certified copy.

Please return the certified copy to the attention of the undersigned at this office.

Sincerely,

GREATON AND GREATON

W.B.G.

Wilson B. Greaton, Jr.

WBGjr:lzm
encs.

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W. P. Verifier	

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AMENDMENT AND RESTATEMENT OF CERTIFICATE OF LIMITED
PARTNERSHIP OF HYPOLUXO PLAZA, LTD.

STATE OF FLORIDA)
 : ss.
COUNTY OF BROWARD)

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of HYPOLUXO PLAZA, LTD., filed in the office of the Secretary of State, State of Florida, on June 14, 1984, as amended April 19, 1996, does hereby certify as follows:

1. The name under which the Partnership is conducted is "HYPOLUXO PLAZA, LTD."

2. The general nature of the business to be transacted is to own, develop and operate commercial real estate property situate at the southeast corner of Hypoluxo Road and Military Trail in Palm Beach County, Florida.

3. The mailing address and principal place of business of the Partnership is Hypoluxo Plaza, Ltd. c/o PWGP, Inc., P. O. Box 39238, Fort Lauderdale, Florida 33339-9238.

4. The name and addresses of all general and limited partners are as follows:

<u>Name</u>	<u>Partner</u>	<u>Address</u>
PWGP, INC. M4-52350	General	P. O. Box 39238 Ft. Lauderdale, FL 33339
CHRIS EVERT MILL	Limited	6181 Hollows Lane Delray Beach, FL 33484
WILSON B. GREATON, JR.	Limited	P. O. Box 39238 Ft. Lauderdale, FL 33339

5. The Partnership shall exist from the date of filing of the original Certificate in the office of the recorder of deeds of Broward County, Florida, and shall terminate on December 31, 2023, or upon the prior happening of any of the following events:

(a) The resignation, bankruptcy, liquidation, expulsion of the general partner; or

(b) The termination of the partnership by the general partner prior to the end of the partnership term.

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6. The current capital contributions of the partners are as follows:

<u>PARTNER</u>	<u>CURRENT CONTRIBUTIONS</u>
WILSON B. GREATON, JR.	\$ 40,000.00
CHRIS EVERT MILL	40,000.00
PWGP, INC.	-0-

7. No additional capital contribution shall be required of any limited partner.

8. Future profits, losses and capital of the partnership shall be divided as follows:

<u>PARTNER</u>	<u>SHARE OF PROFIT</u>
WILSON B. GREATON, JR.	48.5%
CHRIS EVERT MILL	48.5%
PWGP, INC.	3.0%

9. No general or limited partner shall have the right to substitute and assign in his place without the unanimous written consent of the general partners and the interest of a limited partner may not be transferred except pursuant to the provisions of the Limited Partnership Agreement or by operation of law, and the transferee shall become a substitute limited partner upon agreeing to be bound to all the terms and conditions of the Limited Partnership Agreement.

10. No additional general partner or limited partner shall be admitted to the Partnership without the consent of all general and limited partners.

11. In the event of the resignation, bankruptcy, liquidation or expulsion of the general partner, the Partnership shall be dissolved and terminated, provided, however, that the Partnership may be continued provided a new general partner is appointed.

12. No general or limited partner shall have the right to demand and receive property other than cash upon dissolution and liquidation of the partnership, provided, however, that the Partnership assets may be distributed in kind, each general and limited partner excepting an undivided interest in the Partnership's assets subject to its liabilities and satisfactions of his interest in the Partnership in the order of priorities set forth in Paragraph 8, above.

IN WITNESS WHEREOF, the undersigned has signed and sworn to this Certificate to Amendment and Restatement this 19th day of January, 1999, which has been duly executed and is being filed in accordance with Florida Statutes, §620.109.

GENERAL PARTNER:

PWGP, INC.

by:

W. B. Greaton, Jr.

WILSON B. GREATON, JR.
President

STATE OF FLORIDA)
:ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, in the County and State aforesaid, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILSON B. GREATON, JR., President of PWGP, Inc., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein described, as General Partner.

WITNESS my hand and official seal this 19th day of January, 1999.

Linda Moller

LINDA MOLLER, Notary Public
State of Florida at Large

My Commission Expires:
My Commission No. is:

