

**A17409**  
SCHNADER HARRISON SEGAL & LEWIS  
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DIRECT DIAL NUMBER

215-751-2265  
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Ivy\_Shapiro@SHSL.com

January 10, 1997

**VIA UPS NEXT DAY AIR**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800002055868--2  
-01/13/97--01067--028  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: RBL Associates, Ltd.

Dear Sir/Madam:

Enclosed for filing please find the following for RBL Associates, Ltd., a Florida limited partnership:

1. One manually executed and one copy of the Amended and Restated Certificate of Limited Partnership; and
2. A check in the amount of \$52.50 in payment of the filing fee.

To evidence receipt of this filing kindly date-stamp the enclosed copy of this letter and return the same to me in the envelope provided. Please feel free to call me at the above-referenced telephone number if you have any questions.

Sincerely,

*Ivy M. Shapiro*

Ivy M. Shapiro

For SCHNADER HARRISON SEGAL & LEWIS

IMS

Enclosure

cc: Brian M. Wyatt, Esquire

**A17409**

Name	RE-1-17
Availability	
Document Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledgement	RE
W. P. Verifier	RE

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RBL ASSOCIATES, LTD.**

**FILED  
97 JAN 13 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**To the Secretary of State  
State of Florida**

**The undersigned, on behalf of RBL Associates, Ltd. (the "Limited Partnership"), hereby certify that:**

- 1. The name of the limited Partnership is RBL Associates, Ltd.**
- 2. The date of filing of the original Certificate of Limited Partnership with the Department of State was July 5, 1984.**
- 3. The Certificate of Limited Partnership is amended and restated in its entirety to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act.**
- 4. The text of the Certificate of Limited Partnership is hereby restated as amended to read in its entirety as attached hereto in Exhibit A.**
- 5. This Amended and Restated Certificate of Limited Partnership is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.**

IN WITNESS WHEREOF, the undersigned General Partners of the Limited Partnership have executed this Amended and Restated Certificate of Limited Partnership this 6<sup>th</sup> day of January 1997.

RBL ASSOCIATES, LTD.

By: RBL Corporation, its General Partner

By: Steph Klein, Pres

RBL ASSOCIATES, LTD.

By: Edward Zoller, its General Partner

By: RBL Corporation, Attorney in Fact

By: Steph Klein, Pres

FILED  
97 JAN 13 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A  
AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RBL ASSOCIATES, LTD.

FILED  
97 JAN 13 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act, relating to the Certificate of Limited Partnership, the undersigned, desiring to amend and restate its Certificate of Limited Partnership in its entirety, hereby certify that:

1. The name of the Limited Partnership is RBL Associates, Ltd.
2. The name and address of the agent for service of process required to be maintained in the State of Florida is: Kenneth F. Oswald, 600 Courtland Street, Suite 110, Orlando, Florida 32804.
3. The name and business address of each general partner of the Limited Partnership is as follows:

RBL Corporation  
1700 Market Street  
Suite 2600  
Philadelphia, PA 19103

693585

Edward Zoller  
1700 Market Street  
Suite 2600  
Philadelphia, PA 19103

4. The mailing address<sup>principal address</sup> of the Limited Partnership is: c/o The Klein Company, 1700 Market Street, Suite 2600, Philadelphia, PA 19103.
5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2034.