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by Sidney Davy Miller

150
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A18628



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March 25, 2002

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-03/29/02--01034--018
*****105.00 *****52.50

Re: (1) Monterey Lake Limited Partnership and (2) Sun Pointe Limited Partnership

Dear Sir or Madam:

Please find enclosed (1) First Amendment to Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Lake Limited Partnership, and (2) First Amendment to Fourth Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Meadows Limited Partnership together with our check in the amount of \$105.00 for the filing fees (\$52.50 each).

With respect to each of these partnerships, the partnership agreement and certificate are being amended to reflect the withdrawal of Ronald N. Weiser as a general partner and the admission of Ronald N. Weiser as a limited partner.

Please contact the undersigned with any questions with respect to the enclosures and send the enclosed acknowledgment copy of the amendments to my attention. Thank you for your assistance.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By: _____

Lee Ann Govan
Legal Assistant

Enclosures

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FIRST AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF MONTEREY LAKE
LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF MONTEREY LAKE LIMITED PARTNERSHIP (the "Amendment") is made and entered into effective as of the 27th day of March, 2002, by and among McKinley Associates, Inc., a Michigan corporation ("McKinley"), Ronald N. Weiser ("Weiser"), and McKinley Associates, Inc., a Michigan corporation and RKB, LLC, a Michigan limited liability company (being collectively referred to herein as "Consenting Limited Partners").

RECITALS:

- A. MONTEREY LAKE LIMITED PARTNERSHIP (the "Partnership") is a Florida limited partnership formed pursuant to a Certificate of Limited Partnership dated December 3, 1984 (the "Certificate of Limited Partnership").
- B. The Certificate of Limited Partnership has been amended previously by an Amendment to the Agreement and Certificate of Limited Partnership dated December 28, 1984 (the "First Amendment"), and a Second Amended and Restated Agreement and Certificate of Limited Partnership dated July 1, 1985 (the "Second Amendment"), and a Third Amended and Restated Agreement and Certificate of Limited Partnership dated as of January 1, 1990 (the "Third Amendment") (the Certificate of Limited Partnership, the First Amendment, the Second Amendment, and the Third Amendment herein collectively referred to as the "Partnership Agreement").
- C. McKinley and Weiser are the existing general partners of the Partnership and general partner Weiser wishes to withdraw as a general partner and convert his 1% general partner interest in the Partnership to that of a limited partner pursuant to the Partnership Agreement.
- D. Weiser and McKinley are all of the existing general partners of the Partnership, and the Consenting Limited Partners are the holders of all of the percentage interest held by all limited partners in the Partnership.
- E. The parties to this Amendment wish to consent to the withdrawal of Weiser as a general partner of the partnership.

NOW, THEREFORE, it is agreed:

- 1. Notice of withdrawal. This instrument shall constitute notice to the limited partners by the general partners of the Partnership of the withdrawal of Weiser as general partner of the Partnership, pursuant to the Partnership Agreement, and the

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conversion of Weiser's one (1%) percent interest as a general partner to that of a limited partner of the Partnership, as provided in the Partnership Agreement.

2. Election to continue business of the Partnership. This instrument shall constitute, further, the election of the remaining general partner, McKinley, to continue the business of the Partnership pursuant to the Partnership Agreement.
3. Re-allocation of percentage interest. The partners in the Partnership, both general and limited, acknowledge that upon conversion of Weiser's 1% general partner interest to that of a limited partner pursuant to the Partnership Agreement, the limited partners hold a total of 99% of the Partnership and the remaining sole general partner holds the remaining 1% interest in the Partnership.
4. Consent. The partners, both general and limited, by signing this Amendment consent to the withdrawal of Weiser as a general partner.
5. Ratification of Partnership Agreement. Except as expressly amended by the terms of this Amendment to the Partnership Agreement, all of the terms, covenants and conditions of the Partnership Agreement shall remain in full force and effect and are not otherwise revised, altered or changed in any manner.
6. Counterparts. This Amendment may be executed in counterparts, all of which taken together shall be deemed one original.
7. Certificate. The general partner is authorized and directed to execute and file with the Florida Department of State, Division of Corporations, a Certificate of Amendment or, in its discretion, a Restated Certificate of Limited Partnership to evidence the amendments to the Partnership Agreement contained herein, to the extent required by law.

IN WITNESS WHEREOF, the parties have executed his Amendment as of the day and year first above written.

"WITHDRAWING GENERAL PARTNER"

Ronald N. Weiser

By Teresa Welsh
Teresa Welsh
As Attorney-in-Fact

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"GENERAL PARTNER"

02 MAR 29

McKinley Associates, Inc.

By

Thelma Betterly
Thelma Betterly

Its Corporate Secretary

"LIMITED PARTNERS"

Fifth Orlando Michigan Limited Partnership

By: McKinley Associates, Inc,
Attorney-in-Fact

By

Thelma Betterly
Thelma Betterly

Its Corporate Secretary

McKinley Associates, Inc,

By

Thelma Betterly
Thelma Betterly

Its Corporate Secretary

Swap 7 Limited Partnership

By McKinley Associates, Inc.
Attorney-in-Fact

By

Thelma Betterly
Thelma Betterly

Its Corporate Secretary

Ronald N. Weiser

By

Teresa Welsh
Teresa Welsh

As Attorney-in-Fact

Department of State
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