

Division of Corporations

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A18428

Florida Department of State
Division of Corporations
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From: **GAIL S. ANDRE**

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED AMENDMENT TO LIMITED PARTNERSHIP AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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DIVISION OF CORPORATIONS

LIMITED PARTNERSHIP AMENDMENT**MONTEREY LAKE LIMITED PARTNERSHIP**

Certificate of Status	0
Certified Copy	1
Page Count	03
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**AMENDMENT TO THIRD AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
MONTEREY LAKE LIMITED PARTNERSHIP**

Monterey Lake Limited Partnership (the "Partnership") was formed pursuant to that certain Certificate and Agreement of Limited Partnership filed in the Office of the Florida Department of State on December 3, 1984, and assigned limited partnership number A18428. The Certificate and Agreement of Limited Partnership have been amended by various amendments filed with the Florida Department of State, the last of which was filed on December 14, 1990.

By Written Consent to Conversion of General Partnership Interest of Monterey Lakes Limited Partnership dated January 1, 2002, and accepted on January 1, 2002, Ronald Weiser ("Withdrawing General Partner") has converted his entire general partner interest in the Partnership to a class B limited partnership interest and has withdrawn as a General Partner of the Partnership. The remaining sole General Partner of the Partnership is McKinley Associates, Inc., a Michigan corporation ("Remaining Sole General Partner").

The Partnership desires to amend its Third Amended and Restated Agreement and Certificate of Limited Partnership to reflect the foregoing.

Accordingly, the undersigned hereby makes, executes and files with the Florida Department of State this Amendment to Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Lake Limited Partnership, a Florida limited partnership which amends that certain Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Lake Limited Partnership as to the matters set forth herein.

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1. NAME OF PARTNERSHIP. The name of the Partnership shall remain as follows:

MONTEREY LAKE LIMITED PARTNERSHIP.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Partnership shall remain as follows:

c/o McKinley Associates, Inc.
320 N. Main Street, Suite 200
Ann Arbor, MI 48104

or at such other place or places as the Remaining Sole General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The name and address of the agent for service of process is as follows:

Gary Kaleita, Esq.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive, P.O. Box 2809
Orlando, FL 32802-2809

4. NAME AND BUSINESS ADDRESS OF THE REMAINING SOLE GENERAL PARTNER. The Remaining Sole General Partner is the sole general partner of the Partnership and the name and business address of the Remaining Sole General Partner is as follows:

McKinley Associates, Inc.
320 N. Main Street, Suite 200
Ann Arbor, MI 48104

5. MAILING ADDRESS OF THE LIMITED PARTNERS. The mailing address of the limited partners is as follows:

P.O. Box 8649
Ann Arbor, MI 48107-8649

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6. TERM. The Partnership continue in existence until the first to occur of the following: (a) any disposition by the Partnership of all, or substantially all, of its assets; (b) a dissolution of the Partnership; (c) the execution of all of the partners of an agreement in writing to dissolve the Partnership; or (d) December 31, 2030.

Duly executed by the Withdrawing General Partner and the duly authorized officer of the remaining sole General Partner as of January 1, 2002, and joined by the registered agent of the Partnership, and to be filed in the Office of the Florida Department of State in accordance with the provisions of Florida Statutes Section 620.109.

WITHDRAWING GENERAL PARTNER:

Walt C. Tyler Attorney-in-Fact
RONALD WEISER

REMAINING SOLE GENERAL PARTNER:

MCKINLEY ASSOCIATES, INC., a
Michigan corporation

By William C. Tyler
William C. Tyler, Senior Vice-President

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JOINDER BY REGISTERED AGENT

Gary M. Kaleita
Gary M. Kaleita