



THE UNITED STATES  
CORPORATION  
COMPANY

A 18686

ACCOUNT NO. : 072100000032

REFERENCE : 496846 4300043

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 15 PM 3:10

ORDER DATE : August 14, 1997

ORDER TIME : 1:05 PM

ORDER NO. : 496846-040

CUSTOMER NO: 4300043

600002268706--9

CUSTOMER: Alan S. Cohen, Esq  
Proskauer Rose LLP  
1585 Broadway

New York, NY 10036-8299

DOMESTIC AMENDMENT FILING

NAME: MONARCH ASSOCIATES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED  
97 AUG 15 PM 2:02  
DIVISION OF CORPORATIONS

*8/15/97*  
*WJH*

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MONARCH ASSOCIATES, LTD.

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Pursuant to the provisions of section 620.109, Florida Statutes, Monarch Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), whose Limited Partnership Agreement and Certificate was filed with the Florida Dept. of State on December 26, 1984 (the "Original Certificate"), and which Original Certificate was amended and restated in its entirety by an Amended and Restated Limited Partnership Agreement and Certificate filed with the Florida Dept. of State on May 22, 1985 (the "Restated Certificate"), which Restated Certificate was further amended by an Amendment to Amended and Restated Limited Partnership Agreement and Certificate filed with the Florida Dept. of State on July 16, 1990 (the "Amendment to Restated Certificate"), desiring to amend the Restated Certificate, as amended by the Amendment to Restated Certificate, and to restate the Restated Certificate in its entirety, adopts the following as the Amended and Restated Certificate of Limited Partnership.

**FIRST: Amendments:** The Restated Certificate, as amended by the Amendment to Restated Certificate, is deleted in its entirety.

**SECOND: Restatement:** The following is hereby added as the Amended and Restated Certificate of Limited Partnership of the Limited Partnership:

I

Name of Limited Partnership

The name of the Limited Partnership is:

MONARCH ASSOCIATES, LTD.

II

Name and Address of Registered Agent

The name and address of the agent and the office for service of process of the Limited Partnership shall be:

Peter Lawrence Commercial Real Estate, Inc.  
4710 Eisenhower Blvd.  
Suite C-1  
Tampa, Florida 33634-6334

III

General Partners

The name and address of each general partner of the Limited Partnership is as follows:

MBB '90 Corp.

c/o Peter Lawrence Commercial Real Estate, Inc.  
4710 Eisenhower Blvd.  
Suite C-1  
Tampa, Florida 33634-6334

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IV

Location of Principal Place of Business and Mailing Address

The Limited Partnership's principal place of business and mailing address shall be:

c/o Peter Lawrence Commercial Real Estate, Inc.  
4710 Eisenhower Blvd.  
Suite C-1  
Tampa, Florida 33634-6334"

V

Term

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2134.


**THIRD:** This Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

**FOURTH:** THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP HAS BEEN DULY EXECUTED AND IS BEING FILED IN ACCORDANCE WITH SECTION 620.109 OF THE FLORIDA STATUTES.

Signature(s)


Signature of current general partner:

MBB '90 Corp.

By:   
Allan Abrams, President

Signature of agent for service of process:

Peter Lawrence Commercial Real Estate, Inc.

By:   
Allan Abrams, President