

FROM

A18892

12/16/05 10:13/ST. 10:11/NO. 4863333143 P 1

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0383

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071244001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

LIMITED PARTNERSHIP AMENDMENT

PALMS PLAZA PARTNERS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

RECEIVED

05 DEC 16 AM 8:00

FLORIDA DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 16 AM 8:35

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FROM

(FRI) 12.16'05 10:13/ST. 10:11/NO. 4863333143 P 2



December 7, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER OF TAMPA

SUBJECT: PALMS PLAZA PARTNERS, LTD.
REF: A18892

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

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FROM

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**FOURTH AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
PALMS PLAZA PARTNERS, LTD.**

Pursuant to § 620.109 (§ 620.1202) of the Florida Statutes, the undersigned hereby executes and swears to this Fourth Amended and Restated Certificate of Limited Partnership for the purpose of amending and restating in its entirety the Certificate of Limited Partnership of the herein identified Partnership, originally filed with the Florida Department of State on January 17, 1985 and thereafter amended and amended and restated from time to time through the Third Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on November 16, 1998.

1. Name of Partnership. The name of the Partnership is "Palms Plaza Partners, Ltd."

2. Address for Recordkeeping Office; Agent for Service of Process. The office at which the records required by § 620.106 of the Florida Statutes shall be kept is located at 601 Magnolia Avenue, Tampa, Florida 33602 and the name of the Partnership's agent for service of process at said address is Charles E. Mendez, Jr.

3. Name and Business Address of the General Partner. The name and address of the General Partner are as follows:

<u>Name</u>	<u>Address</u>
Palms Plaza, Inc.	601 Magnolia Avenue Tampa, Florida 33602

4. Mailing Address for Partnership. The mailing address of the Partnership is 601 Magnolia Avenue, Tampa, Florida 33602.

5. Term. The term for which the Partnership is to exist shall be until December 31, 2040, unless sooner terminated in accordance with the Amended and Restated Limited Partnership Agreement for Palms Plaza Partners, Ltd. dated March 29, 1985, as heretofore and as may be hereafter from time to time amended.

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TALLAHASSEE, FLORIDA

FROM

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DATED this 4th day of November, 2005.

GENERAL PARTNER:

PALMS PLAZA, INC.,
a Florida corporation

By: 

Charles E. Mendez, Jr.
President

STATE OF Georgia
COUNTY OF Dakota

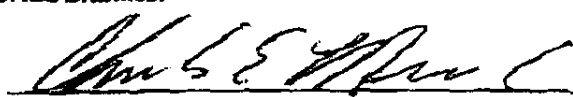
The foregoing instrument was acknowledged before me this 14th day of December, 2005, by Charles E. Mendez, Jr., as President of Palms Plaza, Inc., a Florida corporation, as General Partner of Palms Plaza Partners, Ltd., a Florida limited partnership, on behalf of the said corporation and the said limited partnership, and who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC

Name: Steven L. Lacey

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated limited partnership, at the place designated herein, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 620, Florida Statutes.


Charles E. Mendez, Jr.,
Registered Agent

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