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by Sidney Davy Miller

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August 8, 2002

PERSONAL AND CONFIDENTIAL

Mr. Joey Bryan
Document Specialist
Florida Department of State, Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Monterey Meadows Limited Partnership

Dear Bryan:

Pursuant to our telephone discussions today, please find enclosed a photocopy of the Second Amendment to Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Meadows Limited Partnership (the "Second Amendment"). The Agreement has been revised pursuant to your Letter Number 102A00035311, a copy of which is enclosed. The filing fee in the amount of \$52.50 is also enclosed.

As we discussed, because I did not include a copy of your correction letter with the corrected Second Amendment I sent for filing, the corrected Second Amendment did not reach you. In addition, our check forwarded to you with the original filing (which was subsequently rejected) was returned to me by the State of Florida, Office of Comptroller.

FILED
2002 AUG 13 AM 9:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 14 2002

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

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August 8, 2002

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

Very truly yours,

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

By: Lee Ann Govan

Lee Ann Govan
Legal Assistant

Enclosures

BHLIB:396529.1\059124-00249
07/25/02 3:50 PM

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SECOND AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF MONTEREY MEADOWS
LIMITED PARTNERSHIP

THIS SECOND AMENDMENT (the "Amendment") is made and entered into by and among McKinley Associates, Inc., a Michigan corporation ("McKinley"), Ronald N. Weiser ("Weiser") ("Weiser and McKinley being collectively referred to herein as the "General Partners"), 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 MEADOWS LIMITED PARTNERSHIP (the "Partnership") is a Florida limited partnership formed pursuant to a Certificate of Limited Partnership dated March 7, 1985 (the "Certificate of Limited Partnership").
- B. The Certificate of Limited Partnership has been amended previously by a First Amendment dated November 25, 1985 (the "First Amendment"), a Second Amended and Restated Agreement and Certificate of Limited Partnership dated December 3, 1985 (the "Second Amendment"), a Third Amended and Restated Agreement and Certificate of Limited Partnership dated as of January 1, 1990 (the "Third Amendment"), and a First Amendment to Third Amended and Restated Agreement and Certificate of Limited Partnership effective as of January 1, 1995 (this 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

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 partners are authorized and directed to execute and file with the Florida Department of State, Division of Corporations, a Certificate of Amendment or, in their discretion, a Restated Certificate of Limited Partnership to evidence the amendments to the Partnership Agreement contained herein, to the extent required by law.

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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 POA
Teresa Welsh
As Attorney-in-Fact

GENERAL PARTNER

McKinley Associates, Inc.

By Thelma Betterly
Thelma Betterly
Its Corporate Secretary

LIMITED PARTNERS

RKB, LLC,

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

Ronald N. Weiser

By Teresa Welsh POA
Teresa Welsh
As Attorney-in-Fact

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