

A 19826

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ENCLOSURE

THE
Shapiro
LAW FIRM

1776 N. Pine Island Road, Suite 308
Fort Lauderdale, Florida 33322
Telephone: 954-382-0088
Facsimile: 954-382-9008

Kenneth W. Shapiro
kshapiro@lawshapiro.com

October 21, 2005

Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: 1776 Associates, Ltd. (document number A19826)

Dear Sir or Madam:

Enclosed please two separate Certificates of Amendment for the above-referenced limited partnership, along with our check in the amount of \$105.00 to cover the filing fees for each amendment (\$52.50 each).

Please contact the undersigned with any questions or comments.

Sincerely,


Kenneth W. Shapiro

KWS:hs
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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October 31, 2005

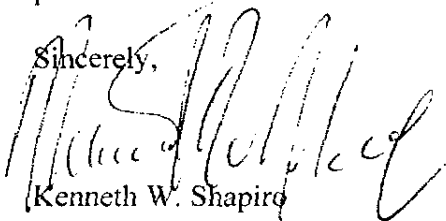
Diane Cushing
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: 1776 Associates, Ltd.; Letter Number 305A00064980

Dear Ms. Cushing:

Per your letter dated October 26, 2005, enclosed please find the corrected documentation. If you have any additional questions regarding this filing, or if you require additional information, please call.

Sincerely,



Kenneth W. Shapiro

KWS:hs
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 26, 2005

KENNETH W. SHAPIRO
THE SHAPIRO LAW FIRM
1776 N PINE ISLAND RD., S TE 308
FORT LAUDERDALE, FL 33322

SUBJECT: 1776 ASSOCIATES, LTD.
Ref. Number: A19826

We have received your document for 1776 ASSOCIATES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 305A00064980

**CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
1776 ASSOCIATES, LTD.**

PARTNERSHIP NAME

The name of the limited partnership to which this document applies is 1776 Associates, Ltd.

DATE OF FILING CERTIFICATE OF LIMITED PARTNERSHIP

The original Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on May 2, 1985.

AMENDMENT

The Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd., as previously amended, is hereby further amended as follows:

That portion of Schedule A to the foregoing document (and any amendments thereto) which lists as a limited partner Sidney Steinman, with an Ownership Percentage Interest of 1.04%, is hereby deleted and replaced with the following entries:

The Rose L. Strauss Revocable Trust: 1.04%

Effective as of ~~October 7, 2005~~ *DATE OF FILING WITH SECY OF STATE*

In all other respects, the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd., as previously amended, shall remain in full force and effect.

In witness whereof, the Managing General Partner has executed this Certificate of Amendment as of the 19th day of October, 2005.

Witnesses:

Esther deSanti

Keecia Rivers

Allen I. Morris

Allen I. Morris,
Managing General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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