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Kenneth W. Shapiro kshapiro@lawshapiro.com

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1776 N. Pine Island Road, Suite 308 Fort Lauderdale, Florida 33322 Telephone: 954-382-0088 Facsimile: 954-382-9008 August 15, 2012

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 find a Certificate of Amendment for the above-referenced limited partnership, along with our check in the amount of \$52.50 to cover the filing fee for such amendment.

Please contact the undersigned with any questions or comments.

Sincerely,

Kenneth W. Shapiro

KWS:hs Enclosures

<u>CERTIFICATE OF AMENDMENT TO THE AMENDED</u> <u>AND RESTATED LIMITED PARTNERSHIP AGREEMENT</u> <u>AND CERTIFICATE OF LIMITED PARTNERSHIP OF</u> <u>1776 ASSOCIATES, LTD.</u>



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. (the "Partnership"), as previously amended, is hereby further amended as follows, effective as of date of filing with the Secretary of State:

That portion of Schedule A to the foregoing document (and any amendments thereto) which lists The Allen L Morris Revocable Trust Dated December 13, 2004 as the holder of a 17.4031% Interest in the Partnership is hereby amended to reflect that said Interest has been assigned to The Leslie M. Feldman Living Trust Agreement Dated September 27, 2012, with the result that the The Allen L Morris Revocable Trust Dated December 13, 2004 no longer owns or holds any Interest in the Partnership, and The Leslie M. Feldman Living Trust Agreement Dated September 27, 2012 now owns and holds a 17.4031% Interest (but is not a Partner) in the Partnership.

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 $\underline{\mathbf{M}}$ day of $\underline{NOVE_{MBE}}_{2012}$, 2012.

Witnesses:

1 110

Kenneth E. Morris, Managing General Partner