

A22612

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

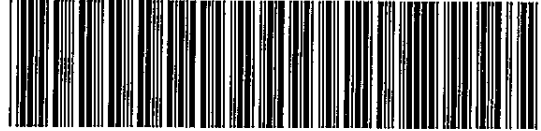
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

BR

Office Use Only



500046119145

02/10/05--01004--025 **61.25

02/10/05--01004--026 **43.75

03/04/05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 FEB -9 PM 4:49

RECEIVED

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

05 FEB -9

FILED

AH 10:58



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

February 9, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
 St Petersburg Plaza Limited Partnership

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

05 FEB -9 AM 10:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
Saint Petersburg Plaza Limited Partnership

05 FEB -9 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 23, 1986, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Article 4 of the certificate of limited partnership is amended to reflect that the Limited Partners of the Partnership are the parties listed on Schedule I annexed hereto.

SECOND: Article 9 of the certificate of limited partnership is amended to read:

"9. The respective share of profits or other compensation by way of income which the General Partner and Limited Partners shall receive by reason of their contributions are as follows:

(a) Except as otherwise provided for herein, for federal and state income tax purposes, the current items of profit and loss of the Partnership shall be allocated as follows:

(i) Profit shall be allocated:

- (a) to all partners to the extent of their share of decrease in minimum gain.
- (b) to the Class A Limited Partners to the extent of their annual priority distribution of \$75,117.
- (c) to all partners to the extent of their share of distributions pursuant to section 9(b) below.

To the extent ordinary income in excess of (9) (a) (i) (a) & (b) above is greater or less than the actual distributions made pursuant to (9) (a) (i) (c) above, such income shall be allocated in the ratio of distributions actually made pursuant to (9) (b) below.

To the extent an income allocation, after taking into account all current distributions, still results in a deficit capital account (after adjustment for share of minimum gain), such partner(s) shall be allocated an amount of gross income to eliminate such deficit.

(ii) Loss shall be allocated:

- (a) to all partners to the extent of their share of net increase in minimum gain which for shall be:
 - (i) 66.4% to the Class I Limited Partners
 - 20% to the Class A Limited Partners
 - 1.17% to the Class II Limited Partners
 - 10% to the Class III Limited Partners
 - 1.43% to the Class B Limited Partners
 - 1.00% to the General Partners.
- (ii) to all partners with positive capital accounts (after current year's distributions,

if any, and adjustment for share of minimum gain) in proportion to such balances.

(iii) any loss in excess of (i) & (ii) above shall be allocated to the General Partner.

- (b) All Cash Flow, when and if available, will be distributed annually or as determined by the General Partners as follows:

The Class A Limited Partners are entitled to receive the first available cash flow until they have received their cumulative cash flow priority due from 1990 through 2004 in the amount of \$990,975 ("Cumulative Cash Flow Priority"). This amount shall be due either from cash flow or sale or refinancing proceeds. In addition to the foregoing priority, commencing in 2005, the Class A Limited Partners will be entitled to receive the first \$75,117 in available cash flow each year on a cumulative basis. The next available cash flow will up to \$214,714 on an annual non cumulative basis will be distributed 10% to the Class III Limited Partners, 20% to the Class A Limited Partners and 70% to the Class I Limited Partners. Any remaining cash flow available on an annual non cumulative basis shall be distributed as follows:

1.00%	to the General Partners
12.03%	to the Class II Limited Partners
29.70%	to the Class I Limited Partners
29.70%	to the Class A Limited Partners
9.90%	to the Class III Limited Partners
17.67%	to the Class B Limited Partners

- (c) Net Sales or Refinancing Cash shall be applied in the following order of priority:

To the Class A Limited Partners until they have received the balance remaining due with respect to their Cumulative Cash Flow Priority and any post 2004 undistributed Cash Flow priority. The next available proceeds shall be distributed to the Class A Limited Partners until they have received an amount equal to their Capital Contribution of \$730,000. Any remaining proceeds shall be distributed as follows until the Class I Limited Partners have received an amount equal to their Capital Contribution of \$1,670,000:

70%	to the Class I Limited Partners
20%	to the Class A Limited Partners
10%	to the Class III Limited Partners

The balance of the proceeds available thereafter shall be distributed as follows:

1.00%	to the General Partners
12.03%	to the Class II Limited Partners
29.70%	to the Class I Limited Partners
29.70%	to the Class A Limited Partners
9.90%	to the Class III Limited Partners
17.67%	to the Class B Limited Partners

- (d) Gain arising from the Sale of the Property owned by the Partnership shall be allocated as follows:

- (i) to all partners to the extent of their share of minimum gain;
 - (ii) the balance, if any, to the partners in accordance with distributions made pursuant to Section 9(c);
 - (iii) to the extent the above results in partners with capital account deficits, such partners shall be allocated an amount of gross sales income needed to eliminate such deficit. Such allocation shall reduce the allocable gain and eliminate the positive capital accounts of the other partners.
- (e) Notwithstanding the provisions of Sections 9(a)-(d), there will not be allocated to the General Partner less than 1% of the aggregate income, profit, gain, loss of the Partnership under this Paragraph.
- (f) Any increase or decrease in the amount of any item of income, gain, loss or deduction attributable to an adjustment to the basis of Partnership assets made pursuant to a valid election under Sections 734, 743 and 754 of the Code, and pursuant to corresponding provisions of applicable state and local income tax laws, shall be charged or credited, as the case may be, and any increase or decrease in the amount of any item of tax preference attributable to any such adjustment shall be allocated, to those partners entitled thereto under such laws.
- (g) It is the intent of the Partners that each Partner's distributive share of income, gain, loss, deduction or credit (or item thereof) shall be allocated in accordance with this Paragraph 9 to the fullest extent permitted by Section 704(b) of the Code. In order to preserve and protect the allocations provided for in this Paragraph 9, the General Partner, upon obtaining the advice of tax counsel to the Partnership, is authorized and directed to allocate income, gain, loss or deduction (or items thereof) arising in any year differently than otherwise provided for in this Paragraph 9, if, and to the extent that, the allocations under this Paragraph 9 would not fully conform with Section 704(b) of the Code. Any allocation made pursuant to this Paragraph 9(g) shall be deemed to be a complete substitute for any allocation otherwise provided for in this Paragraph 9 and no amendment of this Certificate or approval of any Partner shall be required.

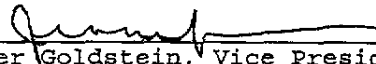
In addition schedule I attached hereto sets forth the names of all of the partners and their respective ownership interests in each Class.

THIRD: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

FOURTH: Signatures

General Partner:

St. Pete Corp.

By: 
Jennifer Goldstein, Vice President

Dated: January 31, 2005

SCHEDULE I

PARTNERS OWNERSHIP OF CLASS

	PRIOR TO PRIORITY				AFTER PRIORITY							
	GP	Class A	Class I	Class II	Class B	Class III	GP	Class A	Class I	Class II	Class B	Class III
St. Pete Corp.	100%	0	2.9970%	0.0000%	0.0000%	0.0000%	0.0000%	2.9967%	0.0000%	0.0000%	0.0000%	0.0000%
Alan Berkeley		0	2.0030%	0.0000%	0.0000%	0.0000%	0.0000%	2.0000%	0.0000%	0.0000%	0.0000%	0.0000%
Barbara Agar		1.370%	0.0000%	25.9171%	0.0000%	0.0000%	0.0000%	0.0000%	25.9198%	0.0000%	0.0000%	0.0000%
Barry Feldman		2.283%	0.0000%	0.0000%	0.0000%	0.0000%	0.0000%	2.2834%	0.0000%	0.0000%	0.0000%	0.0000%
Carol Tannenhausser		0.000%	10.0000%	0.0000%	0.0000%	0.0000%	0.0000%	0.0000%	10.0000%	0.0000%	0.0000%	0.0000%
Charles Malone		7.651%	7.5000%	0.0000%	0.0000%	0.0000%	0.0000%	7.6703%	7.5000%	0.0000%	0.0000%	0.0000%
David Tannenhausser		2.283%	0.0000%	0.0000%	0.0000%	0.0000%	0.0000%	2.2834%	0.0000%	0.0000%	0.0000%	0.0000%
Dianne Rosenfeld		7.651%	7.5000%	0.0000%	0.0000%	0.0000%	0.0000%	7.6703%	7.5000%	0.0000%	0.0000%	0.0000%
Emily Tannenhausser		8.651%	8.4337%	18.5207%	4.1987%	9.5500%	8.5000%	8.6303%	8.4367%	18.5200%	4.2018%	9.5500%
Eric Rosenfeld		0.000%	5.0000%	0.0000%	0.0000%	2.8000%	0.0000%	0.0000%	5.0000%	0.0000%	0.0000%	2.8000%
Estate of William Free		2.550%	2.5000%	0.0000%	0.0000%	0.0000%	0.0000%	2.5534%	2.4967%	0.0000%	0.0000%	0.0000%
Jennifer Goldstein		14.471%	12.8012%	0.0000%	16.7950%	14.5000%	14.4705%	14.4705%	12.8067%	0.0000%	16.8071%	14.5000%
Joseph Daly		3.050%	2.9669%	0.0000%	0.0000%	3.4000%	3.0401%	3.0401%	2.9733%	0.0000%	0.0000%	3.4000%
Justin Daly		3.050%	2.9669%	0.0000%	0.0000%	3.4000%	3.0401%	3.0401%	2.9733%	0.0000%	0.0000%	3.4000%
Nicholas Daly		0.000%	0.0000%	0.0000%	49.6151%	0.0000%	0.0000%	0.0000%	0.0000%	18.5200%	4.2018%	0.0000%
Paul Slayton		0.000%	0.0000%	18.5207%	4.1987%	0.0000%	0.0000%	0.0000%	0.0000%	18.5200%	4.2018%	0.0000%
Peter Fischbein		2.283%	0.0000%	0.0000%	0.0000%	0.0000%	0.0000%	2.2834%	0.0000%	0.0000%	0.0000%	0.0000%
Randell Bernstein		8.651%	8.4337%	18.5207%	4.1987%	9.5500%	8.6303%	8.4367%	18.5200%	4.2018%	17.2000%	9.5500%
Robert Bernstein		15.602%	6.8825%	18.5207%	4.1987%	21.2000%	15.6172%	6.8767%	18.5200%	16.8071%	21.2000%	1.4000%
Robert Tannenhausser		1.300%	1.2500%	0.0000%	0.0000%	1.4000%	1.2800%	1.2533%	0.0000%	0.0000%	0.0000%	1.4000%
Sidney Yoskowitz		100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%
Tyler Goldstein Trust		100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%	100.000%