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LOLA BOHN THOMAS

ATTORNEY AT LAW

77 NORTH HIBISCUS DRIVE

MIAMI BEACH, FLORIDA 33139

MEMBER OF  
FLORIDA, NEW YORK  
AND CALIFORNIA BARS

TELEPHONE (305) 538-6710  
FACSIMILE (305) 538-6905

January 27, 1997

Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: STIRLING PROPERTIES ASSOCIATES I, LTD.

Enclosed please find the Third Amendment to the Amended and Restated Partnership Agreement of above named partnership and a check for \$105.00 to cover the filing fees and the cost of a certified copy. Please return the certified copy to me in the enclosed Fedex envelope. Thank you.

Sincerely yours,

*Lola Thomas*  
Lola Thomas, Esquire

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W. P. Verifier	DOC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD AMENDMENT  
TO THE  
AMENDED AND  
RESTATED LIMITED PARTNERSHIP AGREEMENT  
OF  
STIRLING PROPERTIES ASSOCIATES I, LTD.

The Amended and Restated Limited Partnership Agreement of Stirling Properties Associates I, Ltd., originally filed June 16, 1986 previously amended by the First Amendment adopted as of the 1st day of September, 1994 and the Second Amendment adopted as of the 15 day of March, 1995, shall be amended by this Third Amendment adopted and effective as of December 31, 1996, by and among FIRST FLORIDA PROPERTIES I, INC., and NUWAY PROPERTIES, INC., both Florida Corporations, and a majority of the partners, who do hereby agree to the following amended terms and conditions:

1. Section 1, Definitions shall be amended as follows:
  - A. The definition of "General Partner" as contained in Section 1, Definitions, shall be amended to read as follows:

"General Partners" means FIRST FLORIDA PROPERTIES I, INC. and NUWAY PROPERTIES, INC., both Florida corporations, or any other Person who becomes a successor or additional general partner, or individually a "General Partner."

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TALLAHASSEE, FLORIDA

2. Section 5.01 shall be amended to read as follows:

PARTNERS; INTERESTS IN THE PARTNERSHIP; CAPITAL.

5.01 General Partners.

The names and addresses of the General Partners of the Partnership are:

First Florida Properties I, Inc.  
5900 S.W. 73 Street, Suite 303  
South Miami, Florida 33143

H13385

Nuway Properties, Inc.  
77 North Hibiscus Drive  
Miami Beach, Florida 33139

m30867

3. Section 8.02 should be amended to read as follows:

8.02 Allocation on Sale or Disposition.

Gain or loss on the sale or other disposition of Partnership property shall be allocated subject to the adjustments and redetermination set forth in Section 5.03(a), seventy (70%) percent to the Limited Partners as a class and thirty (30%) percent to the General Partners as a class, with the amount allocated to Limited Partners apportioned as follows: first, Limited Partners shall be allocated gain to the extent such Limited Partner was allocated loss for the tax year ending December 31, 1987, second, the balance of the gain shall then be allocated to the Limited Partners in accordance with the ratio of each respective Limited Partner's initial capital contribution to the

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Partnership to initial capital contribution of all Limited Partners.

4. Section 9.03 (iv) shall be amended to read as follows:

(iv) then, the balance to the Partners prorata in accordance with the positive balances of the Capital Accounts, as adjusted for any gains (as first adjusted by Section 8.02 above) or losses resulting from such liquidating sale, exchange or other disposition.

5. Section 9.04 shall read as follows:

9.04 Allocation and Time of Distribution

Distributable Cash shall be determined by the General Partners and shall, after such determination, be distributed at convenient periodic intervals, not less frequently than annually, within one hundred twenty (120) days after the close of such annual period.

Distributions to the Limited Partners as a class shall be apportioned among the Limited Partners in accordance with the ratio of each respective Limited Partner's initial capital contribution to the Partnership to initial capital contribution of all Limited Partners.

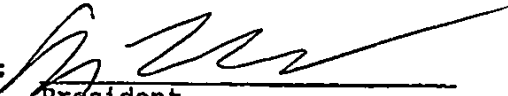
IN WITNESS WHEREOF, the parties hereto have entered into and  
sworn to this Agreement as of December 31, 1996.

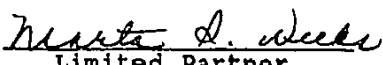
GENERAL PARTNERS

FIRST FLORIDA PROPERTIES I, INC.

By:   
President

NUWAY PROPERTIES, INC.

By:   
President

Amendment Approved by   
Limited Partner

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