

A23629

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PLEASE REPLY TO
FORT LAUDERDALE OFFICE

March 23, 1998

Via Fed Ex

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600002468036--9
-03/25/98-01062-003
****140.00 ****140.00

Re: 17th Street Associates, Ltd.
Our File No. 2317/97483

Gentlemen:

Enclosed is our check in the amount of \$140.00 and the original and a copy of the Amended and Restated Certificate of Limited Partnership of the above-referenced partnership. Please accept the enclosure for filing and return a certified copy of same the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,


ROBERT E. MURDOCH
For the Firm

FILED
98 MAR 25 AM 9:30
SECTION 6
TALLAHASSEE, FLORIDA

Name	
Availability	
Document	REM/dd
Examiner	Enclosures DCC
Updater	DCC
Updater verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
17TH STREET ASSOCIATES, LTD.**

This Amendment and Restatement to Certificate of Limited Partnership is made as of this 23rd day of March, 1998 by **Southport Holding Corp.**, a Nevada corporation authorized to transact business in Florida, as sole General Partner of **17th Street Associates, Ltd.** in accordance with Florida Statutes §620.109, and the said General Partner certifies as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is 17th Street Associates, Ltd.

2. **Date of Filing of Certificate of Limited Partnership.** The Certificate of Limited Partnership of 17th Street Associates, Ltd. was filed with the Florida Secretary of State on November 21, 1986 (Document Number A23629). The Certificate of Limited Partnership was amended and restated by an Amended and Restated Certificate of Limited Partnership filed with the Florida Secretary of State on April 27, 1987.

3. **Effective Date.** This Amended and Restated Certificate of Limited Partnership shall be effective upon filing with the Florida Secretary of State.

4. **Amendment.** The Certificate of Limited Partnership is amended as follows:

a. **Admittance of New General Partner.** Southport Holding Corp. has been admitted as the new sole General Partner, having acquired the general partnership interest of OC Associates, a Florida general partnership, in its entirety.

b. **Name and Business Address of General Partner.** The name and address of the sole General Partner of the Limited Partnership is Southport Holding Corp., a Nevada corporation, qualified to transact business in the State of Florida, 15 East 5th Street, Suite 2700, Tulsa, Oklahoma 74103.

FILED
MAR 25 1998
9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F98000001434

c. Limited Partnership Mailing Address. The mailing address for the Limited Partnership is 15 East 5th Street, Suite 2700, Tulsa, Oklahoma 74103.

d. Dissolution. The latest date upon which the Partnership may dissolve is December 31, 2048.

e. Name and Address of Registered Agent. The name and address of the registered agent of the Limited Partnership is Robert E. Murdoch, c/o Johnson, Anselmo, Murdoch, Burke & George, P.A., 790 East Broward Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

Robert E. Murdoch
Donald A. Dean

General Partner:

Southport Holding Corp., a Nevada corporation

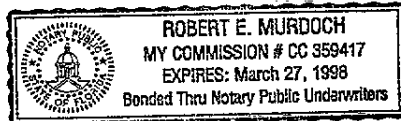
By: Dale A. Williams, President

STATE OF FLORIDA)
COUNTY OF)

The foregoing instrument was acknowledged before me this 20 day of March, 1998, by Dale A. Williams, as President of **Southport Holding Corp.**, a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

My Commission Expires:
My Commission Number Is:

Robert E. Murdoch
Notary Public, State of Florida (Seal)



REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Robert E. Murdoch
Robert E. Murdoch