

A25131

ELK. BANKIER, PALMER & CHRISTU

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

SANCTUARY CENTRE • SUITE 2008
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

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BARRY S SCHINDER

OF COUNSEL

ROBERT M PALMER
LAWRENCE S SCHWARTZ*
*ADMITTED IN NEW JERSEY ONLY

PALM BEACH OFFICE
BY APPOINTMENT:

PHILLIPS POINT
8TH FLOOR WEST TOWER
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FL 33401

PALM BEACH: (561) 820-9466
BROWARD: (954) 776-1006

700002142837-3
-04/14/97--01178--004
*****52.50 *****52.50

April 8, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Brenda Tadlock
Sr. Corporate Section Administrator
409 East Gaines Street
Tallahassee, FL 32399

97 APR 11 AM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Rec'd

RE: SO-JO & Associates, Ltd. / Limited Partnership Annual Report
1997 / Ref. No. A25131 / Letter No. 796A00055289

Dear Brenda:

Enclosed herewith, please find a copy of your letter dated December 11, 1996 relative to the above referenced matter. Pursuant to your instructions, the following items are enclosed for proper filing of this limited partnership:

- 1.0 Transmittal Letter with Application by Foreign Corporation for Authorization to Transact Business in Florida with an original Certificate of Existence and a check in the amount of \$122.50 for the registration fee and the cost of a certified copy;
- 2.0 Original Certificate of Amendment to Certificate of Limited Partnership changing the general partner to S & J Properties Group, Inc., a Georgia corporation, authorized to do business in Florida with a check in the amount of \$52.50 for the filing fee; and,

The 1997 Limited Partnership Annual Report to be filed. Please note that your letter advises that you are holding the check in the amount of \$576.25 to cover this filing fee.

Please transmit the appropriate certified copies to me in the enclosed postage prepaid envelope provided.

PLING	52.50
COPIES	to me in the
R. AGENT	
TOTAL	52.50
BALANCE DUE \$	
REFUND \$	

Name	(U)
Availability	
Amount	3.0
Examiner	<i>Yest</i>
Under	<i>Yest</i>
Verify	<i>Yest</i>
W.P. Verifier	<i>Yest</i>

Amend
Yest
4/14

Florida Department of State
Attn: Brenda Tadlock
April 8, 1997
Page 2

Thank you for your anticipated courtesy and cooperation with regard to this matter. Should you have any questions with respect to the foregoing, please do not hesitate to contact me.

Sincerely,

ELK, BANKIER, PALMER & CHRISTU

BY: 

SCOTT A. ELK, P.A.

SAE:jvh

Enclosures

cc: SO-JO & Associates, Ltd. c/o Scott Brown
Adam D. Palmer, Esq.

sae\corp\so-jo\sctystat.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

SO-JO & ASSOCIATES, LTD.
SO-JO & ASSOCIATES, LTD.
P.O. BOX 767038
ROSWELL, GA 30076

SUBJECT: SO-JO & ASSOCIATES, LTD.
Ref. Number: A25131

We have received your document for SO-JO & ASSOCIATES, LTD. and your check(s) totaling \$576.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above referenced limited partnership must file an amendment to change its general partner(s) before the enclosed document can be processed by this office. As you can see by the enclosed computer printout, our records reflect S & J PROPERTIES GROUP, INC. is no longer a valid entity. Please note the fee to file an amendment is \$52.50.

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 (904) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 796A00055289

ELK, BANKIER, PALMER & CHRISTU

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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ROBERT M PALMER
LAWRENCE S SCHWARTZ*

*ADMITTED IN NEW JERSEY ONLY

April 10, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Brenda Tadlock
Sr. Corporate Section Administrator
409 East Gaines Street
Tallahassee, FL 32399

RE: SO-JO & Associates, Ltd. / Limited Partnership Annual Report
1997 / Ref. No. A25131 / Letter No. 796A00055289

Dear Brenda: ✓

Pursuant to your instructions, I have enclosed my Elk, Bankier, Palmer & Christu check in the amount of \$576.25 required to file the 1997 Limited Partnership Annual Report for the above referenced partnership. ✓

I have also enclosed a Certificate of Amendment to Limited Partnership which states the address of the new general partner as 8525 Sentinae Chase Drive, Roswell, Georgia 30076. ✓

Thank you for your courtesy and assistance with regard to this matter. Should you have any questions with respect to the foregoing, please do not hesitate to contact me. ✓

Sincerely,

ELK, BANKIER, PALMER & CHRISTU

BY: 
SCOTT A. ELK, P.A.

SAE:jvh
Enclosures

sae\jvh\corp\so-jo\sctychck.rmt

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SO-JO & ASSOCIATES, LTD.

FILED
97 APR 11 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN ACCORDANCE WITH SECTIONS 620.109 AND 620.173, FLORIDA STATUTES

This CERTIFICATE OF AMENDMENT to the CERTIFICATE OF LIMITED PARTNERSHIP OF SO-JO & ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), is entered into by and between all limited partners and general partners to adopt the following amendment to the Limited Partnership:

- 1.0 The Limited Partnership was filed with the Secretary of State of Florida on September 9, 1987.
- 2.0 The General Partner of the Limited Partnership is amended from S & J PROPERTIES GROUP, INC., a Florida corporation, to S & J PROPERTIES GROUP, INC., a Georgia corporation, which Georgia corporation has been or is in the process of being registered and authorized to do business within the State of Florida, whose address is 8525 Sentinae Chase, Roswell, Georgia 30076.
- 3.0 This CERTIFICATE OF AMENDMENT is necessitated and agreed to by all limited and general partners of the Limited Partnership, due to the merger of the former General Partner, S & J PROPERTIES GROUP, INC., a Florida corporation which is no longer a valid entity, into the new General Partner S & J PROPERTIES GROUP, INC., a Georgia corporation.
- 3.0 In all other respects the CERTIFICATE OF LIMITED PARTNERSHIP shall remain the same.

This CERTIFICATE OF AMENDMENT shall be effective at the time of its filing with the Florida Department of State.

FORMER GENERAL PARTNER:

S & J PROPERTIES GROUP, INC.,
a dissolved Florida corporation
BY: X [Signature]
Printed Name: SOI BROWN
Title: Pres.

(Corporate Seal)

LIMITED PARTNERS:

MICHAEL BROWN TRUST
BY: X [Signature]
MICHAEL BROWN, Co-Trustee

SCOTT BROWN TRUST
BY: [Signature]
SCOTT BROWN, Co-Trustee

AMENDED GENERAL PARTNER:

TODD BROWN TRUST

S & J PROPERTIES GROUP, INC.,
a Georgia corporation
registered and authorized to
do business in Florida

BY: X Todd Brown
TODD BROWN, Co-Trustee

BY: X Sol Brown
Printed Name: Sol Brown
Title: Pres.

(Corporate Seal)

STATE OF GEORGIA)
) ss:
COUNTY OF FORSYTH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared SOL BROWN as CO-TRUSTEE of S & J PROPERTIES GROUP, INC., a dissolved Florida corporation,

personally known to me, or
 has produced _____ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of APRIL, 1997.

Michelle B. Davenport
(Signature)
Michelle B. Davenport
(Printed Name)

My Commission Expires: 5/31/99
My Commission No. is:

STATE OF GEORGIA)
COUNTY OF Forsyth) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared MICHAEL BROWN as _____ of S & J PROPERTIES GROUP, INC., a Georgia corporation,

personally known to me, or
 has produced _____ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of APRIL, 1997.

Michelle B Davenport
(Signature)
MICHELLE B DAVENPORT
(Printed Name)

My Commission Expires: 5/31/99
My Commission No. is:

STATE OF Georgia)
COUNTY OF Forsyth) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared MICHAEL BROWN as Co-Trustee of MICHAEL BROWN TRUST,

personally known to me, or
 has produced _____ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of April, 1997.

Michelle B Davenport
(Signature)
MICHELLE B DAVENPORT
(Printed Name)

My Commission Expires: 5/31/99
My Commission No. is:

STATE OF Georgia)
COUNTY OF Forsyth) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared SCOTT BROWN as Co-Trustee of SCOTT BROWN TRUST,

[X] personally known to me, or
[] has produced _____ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of April, 1997.

Michelle B. Davenport
(Signature)
Michelle B. Davenport
(Printed Name)

My Commission Expires:
My Commission No. is:

STATE OF Georgia)
COUNTY OF Forsyth) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared TODD BROWN as Co-Trustee of TODD BROWN TRUST,

[Y] personally known to me, or
[] has produced _____ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of April, 1997.

Michelle B. Davenport
(Signature)
Michelle B. Davenport
(Printed Name)

My Commission Expires: 5/31/99
My Commission No. is:

bae\jvh\corp\so-jo\lpamend.amd