

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Koffler Associates, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Frances C. O'Donnell
Contact Person

The Koffler Group
Firm/Company

10 Memorial Blvd Suite 901
Address

Providence, RI 02903
City, State and Zip Code

odonnell@thekofflergroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frances C. O'Donnell at (401) 273-8600
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 12 JUN 19 PM 2:51

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Koffler Associates, LP

2. The jurisdiction of its formation is: Rhode Island

3. The date the entity was authorized to transact business in Florida is: 9/9/1987

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Richard J. Bornstein (individual)

2 Sloans Curve Drive
Palm Beach, FL 33480

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

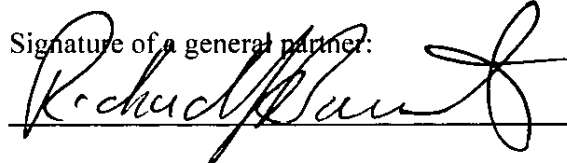
7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: 5/1/2012
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:


Typed or printed name:

Richard J. Bornstein

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Rhode Island and Providence Plantations
A. Ralph Mollis
Secretary of State

Date: May 16, 2012

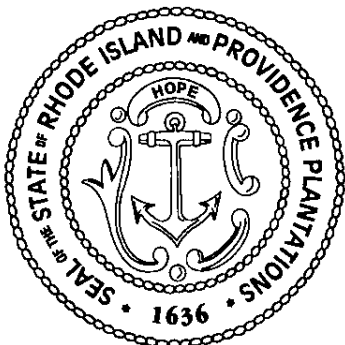
Koffler Associates Limited Partnership
(Certificate of Amendment - 1 Page)

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF
RHODE ISLAND AND PROVIDENCE PLANTATIONS

A. Ralph Mollis

Secretary of State

By: *Debra Antonelli*



Filing Fee: \$50.00

ID Number: 49959

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

**ELEVENTH
CERTIFICATE OF AMENDMENT TO
AMENDED & RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)**

The undersigned, desiring to amend the Amended & Restated Certificate of Limited Partnership under and by virtue of the power conferred by Chapter 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Eleventh Certificate of Amendment to the Amended & Restated Certificate of Limited Partnership:

1. The name of the Limited Partnership is: KOFFLER ASSOCIATES LIMITED PARTNERSHIP
2. The date of filing of the Certificate of Limited Partnership is December 2, 1986.
3. The Certificate of Limited Partnership (as previously amended on December 24, 1986 (Amended & Restated); April 18, 1988 (1st Amendment); August 18, 1988 (2nd Amendment); December 22, 1989 (3rd Amendment); August 7, 1992 (4th Amendment); July 7, 1994 (5th Amendment); March 14, 1997 (6th Amendment); March 14, 1997 (7th Amendment); March 14, 1997 (8th Amendment); June 27, 1997 (9th Amendment); and February 18, 1998 (10th Amendment)) is amended as follows:

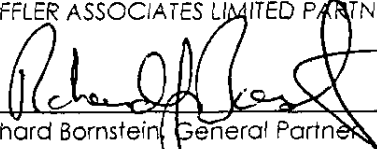
Effective as of March 31, 2001, each of LILLIAN KOFFLER and THE SOL KOFFLER TRUST – 1988 had withdrawn from and each was no longer a General Partner in KOFFLER ASSOCIATES LIMITED PARTNERSHIP; as such, the Amended & Restated Certificate of Limited Partnership is hereby amended to delete the reference to each of LILLIAN KOFFLER and THE SOL KOFFLER TRUST – 1988 as a General Partner.

4. This Eleventh Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I declare and affirm that I have examined this Eleventh Certificate of Amendment to the Amended & Restated Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

KOFFLER ASSOCIATES LIMITED PARTNERSHIP

Date: 9/20, 2004

By 
Richard Bornstein, General Partner
C/o One Providence-Washington Plaza, 9th Fl.
Providence, RI 02903

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SECRETARY OF STATE
CORPORATIONS DIV.
SEP 23 11 42 AM '04

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By AMF
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