

1000 HAYS STREET
TALLAHASSEE, FL 32304-2607
904 222-4978
904 222-4993 FAX

800-342-8086

A26609
CSC networks

PRINTED MAIL
LEGAL & FINANCIAL SERVICES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 31 PM 1:18

ACCOUNT NO. : 072100000032

REFERENCE : 206051 4306424

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ ~~55.00~~

ORDER DATE : December 31, 1996

ORDER TIME : 8:14 AM

ORDER NO. : 206051-015

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

000002041950--3

DOMESTIC AMENDMENT FILING

NAME: BPI TIVOLI, LTD.

 ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

RECEIVED
95 DEC 31 12:49
KWM
A26609

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BPI TIVOLI, LTD.
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 31 PM 1:18

This is an Amendment and Restatement of the Certificate of Limited Partnership of BPI Tivoli, Ltd. and is filed pursuant to Section 620.109, Florida Statutes. The original Certificate of Limited Partnership of this limited partnership was filed on June 17, 1988, and is amended and restated as follows:

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is BPI TIVOLI, LTD. (the "Partnership").
2. The address of the office of the Partnership is 1900 Glades Road, Suite 400, Boca Raton, Florida 33431.
3. The address of the office and the name and address of the agent for service of process on the Partnership is Stanley M. Katz, 2 N. Breakers Row, Palm Beach, FL 33480.
4. The name and business address of the sole general partner is as follows:

Stanley Richard Group, Inc. 153 6399	1900 Glades Road Suite 400 Boca Raton, Florida 33431
---	--
5. The mailing address of the Partnership is 1900 Glades Road, Suite 400, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the sole General Partner of BPI TIVOLI, LTD. as of this 31st day of December, 1996.

SOLE GENERAL PARTNER:

STANLEY RICHARD GROUP, INC., a
Florida corporation

By: 

Stanley M. Katz, President