

A27612

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Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

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A27612

LIMITED PARTNERSHIP AMENDMENT

ROYAL PALM PLACE, LTD.

RECEIVED
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Certificate of Status	0
Certified Copy	0
Page Count	03
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AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF ROYAL PALM PLACE, LTD.

We, the undersigned, desiring to amend and restate in its entirety the Certificate of Limited Partnership of Royal Palm Place, Ltd., dated December 19, 1988, and filed with the Florida Secretary of State on December 23, 1988, in order to reflect, among other things, that the general partner has withdrawn from the limited partnership and that Royal Palm Place, LLC, a Florida limited liability company, has been admitted as a general partner pursuant to the Florida Uniform Limited Partnership Act, do hereby certify that the certificate of limited partnership of Royal Palm Place, Ltd., a limited partnership formed pursuant to the Florida Uniform Limited Partnership Act, shall hereafter read as follows:

I.

The name of the limited partnership is Royal Palm Place, Ltd., a Florida limited partnership.

II.

The business of the limited partnership shall be to acquire, develop, build, improve, lease, manage, control, own, hold, mortgage or sell or otherwise dispose of real property, and to engage in any and all activities related or incidental thereto. Further, the Partnership shall obtain loans which may be secured with the assets of the Partnership for the purposes of (i) acquiring and owning the property described on Schedule A attached hereto; (ii) constructing, managing and operating the improvements to be constructed on the property described on attached Schedule A; and (iii) carrying out all other activities necessary or incidental to the purposes described in (i) and (ii) above.

III.

The location of the principal place of business of the limited partnership shall be 11030 N. Kendall Drive, Suite 200, Miami, Florida 33176. The mailing address of the limited partnership shall be 11301 Olive Boulevard, St. Louis, Missouri 63141.

IV.

The name of the agent for service of process is Broad and Cassel. The address of the agent for service of process is 777 Glades Road, Boca Raton, Florida 33434.

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V.

The name and mailing address of the sole general partner of the limited partnership is as follows:

NAMEADDRESS

Royal Palm Place, LLC

11030 N. Kendall Drive,
Suite 200
Miami, Florida 33176

L01000020765

The term of the limited partnership began on December 23, 1988, the date on which the certificate of limited partnership was filed with the Secretary of State of the State of Florida, and shall end on December 23, 2063. The limited partnership shall not be terminated by reason of the death, dissolution, withdrawal or expulsion of a limited partner or the admission of a new limited partner.

IN WITNESS WHEREOF, the new General Partner and the withdrawing General Partner have executed this Amended and Restated Certificate of Limited Partnership as of the 2nd of January, 2001.

NEW GENERAL PARTNER:

ROYAL PALM PLACE, LLC,
a Florida limited liability companyBy: Gannon International, Ltd., a Missouri
corporation, its managing memberBy: Name: William E. Franke
Title: President

WITHDRAWING GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION, a
Michigan corporationBy: 

Name: Daniel L. Altman

Title: Chairman & CEO

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SCHEDULE A

Legal Description: Tract A, ROYAL PALM AT THE HAMMOCKS, according to the Plat thereof, recorded in Plat Book 126, Page 9, of the Public Records of Dade County, Florida.

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Royal Palm/Amended Cert. of Partnership