

A29478

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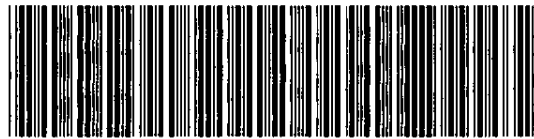
Certificates of Status _____

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10

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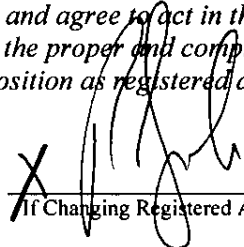
OF
B & D Investments Group Ltd

Florida FL 33169
Zip Code

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New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


X
If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	<u>Bennett M. Lifter</u>	<u>17760 NW 2 Avenue</u> <u>Suite 200</u> <u>Miami Gardens FL 33169</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
	<u>Bennett M. Lifter Inc.</u> <u>BENNETT M. LIFTER INC.</u>	<u>17760 NW 2 Avenue</u> <u>Suite 200</u> <u>Miami Gardens FL</u> <u>33169</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.


(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

F: If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Effective date, if other than the date of filing: _____
(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(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

 _____

Signature(s) of all new or dissociating general partner(s), if any:

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

**DESIGNATION OF GENERAL PARTNER
AND CONTINUATION OF THE PARTNERSHIP**

We, the remaining limited partners of B & D Investments Group, Ltd. (the "Partnership"), representing a minimum of 2/3 of units of the Partnership, pursuant to the provisions of paragraph 15.2 of the Partnership Agreement (the "Agreement"), do hereby nominate and elect as substitute General Partners Bennett Lifter Inc.; and direct that the Partnership enter into the process of liquidation, including but not limited to, filing claims and collecting such claims from the Estate of Bennett Lifter and distributing the assets.

We further acknowledge that the Partnership elected to continue after January 1, 2005 and hereby elect to continue the Partnership pursuant to the provisions of Article 15 of the Partnership after the death of its General Partner.

Executed on the 20 day of November by the signatories on the attached Exhibit.

SIGNATURES

Nancy Wolin
Nancy Wolin
Date: 11/20/09

Susan Zeitlin
Susan Zeitlin
Date: 11/20/09

Hilary Kates
Hilary Kates
Date: 11/20/09

Aaron Lifter
Aaron Lifter
Date: 11/20/2009

B & D GROUP HOLDINGS, LLC
By: Its Members

Nancy Wolin
Nancy Wolin

Susan Zeitlin
Susan Zeitlin

Hilary Kates
Hilary Kates

Aaron Lifter
Aaron Lifter

Date 11-20-2009

BENNETT M. LIFTER, INC.

By: Aaron Lifter
Aaron Lifter,
Vice President

GO CONDO, INC.

By: Robinson Seda
Robinson Seda,
President

Susan Zeitlin
vice president
Hilary Kates
Vice President
Nancy Wolin
Vice President