

A30426

LEVINE & PARTNERS, P.A.
ATTORNEYS AT LAW

1110 BRICKELL AVENUE, 7TH FLOOR
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October 30, 1998

Florida Department of State
P.O. Box 5588
Tallahassee, FL 32314

Attention: Partnership Section

Re: Amendment to Certificate of Limited Partnership
Riverwalk Enterprises, Ltd.
Charter No. A30426 - Filed July 26, 1990

CM

Gentlemen/Ladies:

700002678887-50
-11/03/98--01039--005
*****52.50 *****52.50

Please find enclosed the above referenced Amended and Restated Certificate of Limited Partnership together with our check in the amount of \$52.50 to cover the cost of filing same with the Secretary of State.

Any questions, please do not hesitate to contact our office.

Sincerely,

Mireya Koger

Mireya Koger,
Paralegal

FILED
98 NOV -3 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Alan W. Levine, Esq.

Enclosures

FF \$52.50

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERWALK ENTERPRISES, LTD.
DOCUMENT NUMBER A30426**

FILED
98 NOV -3 AM
SECRETARY OF
TALLAHASSEE, FLORIDA

This Amended and Restated Certificate of Limited Partnership is filed in accordance with Section 620.109(7) of Florida Statutes and supersedes the original Certificate of Limited Partnership filed on July 26, 1990.

1. The name of the limited partnership is **RIVERWALK ENTERPRISES, LTD.**
2. The address of the office of the limited partnership is 1428 Brickell Avenue, Suite 600, Miami, Florida 33131.
3. The name and address of the agent for service of process on the limited partnership is Robert S. Gelger, P.A., 1428 Brickell Avenue, Suite 600, Miami, Florida 33131.
4. The name and address of the sole general partner is: **BARON RIVERWALK, LLC**, a Florida limited liability company, 1428 Brickell Avenue, Suite 600, Miami, Florida 33131, Florida Document Number L98000001652.
5. The mailing address of the limited partnership is 1428 Brickell Avenue, Suite 600, Miami, Florida 33131.
6. The latest date upon which the limited partnership will dissolve is December 31, 2030.

The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation under penalties of perjury that the facts stated therein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the sole general partner on September 15, 1998.

BARON RIVERWALK, LLC
a Florida limited liability company
and sole general partner of
RIVERWALK ENTERPRISES, LTD.

By: _____

Gregory K. McGrath, Its Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **RIVERWALK ENTERPRISES, LTD.**, a Florida limited partnership ("the Partnership"), in foregoing Amended and Restated Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

ROBERT S. GEIGER, P.A.By: 

Robert S. Geiger, President

FILED

98 NOV -3 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA