

# A 30829

## PEABODY & BROWN

A LAW PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WRITER'S DIRECT DIAL NUMBER

(202) 973-7841

FILED  
SECRETARY OF STATE  
OF CORPORATIONS

97 AUG 22 AM 9:41

BOSTON, MA  
MANCHESTER, NH  
PROVIDENCE, RI

July 30, 1997

Limited Partnerships  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200002253922--3  
-07/31/97--01072--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Enclosed Certificates of Amendment to Certificates of Limited Partnership

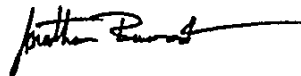
Dear Sir/Madam:

I have enclosed for filing a Certificate of Amendment to Certificate of Limited Partnership for each of the following Florida limited partnerships:

1. Midland Properties Limited Partnership XI ✓
2. Midland Properties Limited Partnership XII ✓
3. Midland Properties Limited Partnership XIV ✓
4. Midland Properties Limited Partnership XV ✓
5. Midland Properties Limited Partnership XVI ✓
6. Midland Properties Limited Partnership XVII ✓

I have also enclosed a check in the amount of \$52.50 for each amendment, made out to the Florida Department of State, to cover the filing fee. Please file stamp each amendment reflecting today's date, and return notification of filing to me at the above referenced address at your earliest convenience. If you have any questions or comments, please do not hesitate to call me (202) 973-7841 or Scott Nemeroff (202) 973-2715.

Very truly yours,



Jonathan C. Burwood

Enclosures

WAS: 40079\_1

A30829

KWM

8-22



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG 22 AM 9:41

August 1, 1997

PEABODY & BROWN  
ATTN: JONATHAN C. BURWOOD  
1255 23RD STREET, N.W.  
WASHINGTON, DC 20037

SUBJECT: MIDLAND PROPERTIES LIMITED PARTNERSHIP XI  
Ref. Number: A30829

We have received your document for MIDLAND PROPERTIES LIMITED PARTNERSHIP XI and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 997A00039301

**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF MIDLAND PROPERTIES LIMITED PARTNERSHIP XI**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on November 15, 1990 adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Article No. 2 of the Certificate of Limited Partnership is amended as follows:

The mailing address and location of the office of the limited partnership in Florida is 33 North Garden Avenue, Suite 1200, Clearwater, Florida 33755

SECOND: Article No. 3 of the Certificate of Limited Partnership is amended as follows: *397-440*

\* Midland Equity II Limited Partnership, a Delaware limited partnership, whose mailing address is 33 North Garden Avenue, Suite 1200, Clearwater, Florida 33755, is admitted as a general partner, and ;

Midland Equity Corporation, a Florida corporation is withdrawn as a General Partner of the Partnership.

THIRD: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

FOURTH: Article No. 5 of the Certificate of Limited Partnership is amended as follows: *K22809*

\* Midland Financial Holdings, Inc., a Florida corporation, with its mailing address and principal offices at 33 North Garden Avenue, Suite 1200, Clearwater, Florida 33755 will act as registered agent for the limited partnership.

FIFTH: IN WITNESS WHEREOF, The undersigned withdrawing and substitute general partners of the limited partnership have executed this Certificate of Amendment on July 15, 1997.

WITHDRAWING GENERAL PARTNER    SUBSTITUTE GENERAL PARTNER

MIDLAND EQUITY CORPORATION, a  
Florida corporation

By: *Ray F. Mathis*  
Ray F. Mathis, President

MIDLAND EQUITY II LIMITED  
PARTNERSHIP, a Delaware limited  
partnership

By: MIDLAND EQUITY  
CORPORATION, a Florida  
corporation, its general partner

By: *Ray F. Mathis*  
Ray F. Mathis, President

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DIVISION OF CORPORATIONS  
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