

# A30888



ACCOUNT NO. : 072100000032

REFERENCE : 409898 4311837

AUTHORIZATION :

*Patricia Pzynt*

COST LIMIT : \$ 52.50

97 JUN -2 PM 3:28  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : May 30, 1997

ORDER TIME : 10:34 AM

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ORDER NO. : 409898-005

CUSTOMER NO: 4311837

CUSTOMER: Kathleen M. Weinstein, Esq  
Hale & Dorr  
10th Floor  
1455 Pennsylvania Avenue, N.w.  
Washington, DC 20004

DOMESTIC AMENDMENT FILING

NAME: DEL TURA PLAZA ASSOCIATES LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT AND RESTATED CERTIFICATE OF  
LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER

A30888

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifying	<i>[Signature]</i>

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AMENDED AND RESTATED CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
DEL TURA PLAZA ASSOCIATES LTD.

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Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the withdrawing General Partner and the substitute General Partner of Del Tura Plaza Associates Ltd. (the "Partnership"), the original Certificate of Limited Partnership of which was filed with the Florida Secretary of State on December 10, 1990, hereby certify as follows:

1. The name of the limited partnership is "Del Tura Plaza Associates Ltd." (the "Partnership").
2. The address of the office of the Partnership at which the records required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act are maintained is:

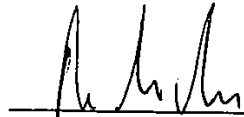
Phillips Point, East Tower  
777 South Flagler Drive  
Suite 909  
West Palm Beach, Florida 33401

3. The name and address of the agent for service of process in the State of Florida required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) is:

Rene Eichenberger  
Phillips Point, East Tower  
777 South Flagler Drive  
Suite 909  
West Palm Beach, Florida 33401

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4. Signature of acceptance by agent for service of process.

  
\_\_\_\_\_  
Rene Eichenberger

5. The name and business address of the General Partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
Optimo Plaza, Inc.* F97-1016	Phillips Point, East Tower 777 South Flagler Drive Suite 909 West Palm Beach, Florida 33401

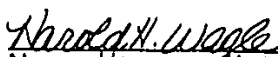
\*Del Tura Development Company has withdrawn as the General Partner of the Partnership and the business of the Partnership shall be continued with Optimo Plaza, Inc. as the sole General Partner pursuant to that certain Order Confirming Debtors' Consolidated Plan of Reorganization, as Modified, issued by the United States Bankruptcy Court, Southern District of Florida (West Palm Beach Division), dated December 28, 1996.

6. The latest date upon which the Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Limited Partnership as of this 16 day of May, 1997.

WITHDRAWING GENERAL PARTNER:

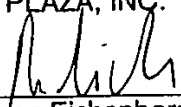
DEL TURA DEVELOPMENT COMPANY

By:   
Name: HAROLD H. WAGLE  
Title: VICE PRESIDENT

SUBSTITUTE GENERAL PARTNER:

OPTIMO PLAZA, INC.

By:

  
Rene Eichenberger  
Vice President

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