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LAW OFFICES OF
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October 21, 1998

Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-10/26/98--01103--003
***959.00 ***959.00

Dear Sir:

Enclosed herewith please find an Amended and Restated Certificate of Limited Partnership to be filed in your office together with my check in the amount of \$959.00 for the fees.

Once the Amended and Restated Certificate of Limited Partnership is recorded please return a certified copy to me in the enclosed self-addressed and stamped envelope.

If there are any questions, please call me. Thank you for your attention to this matter.

Very truly yours,

Law Offices of
MARC BIRNBAUM, P.A.

By: 
Marc Birnbaum

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Updater	MB:srm enc: DCC
Updater Verifier	DCC
Acting Agent	DCC
W. P. Verifier	DCC

Amended & Restated 52.50
Certified copy 82.50
increasing contributions &
\$562,089.83 816.25
OP - 37.75

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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

THE undersigned General Partner desiring to amend and restate the limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is **DGG ROCKLEDGE VENTURERS, LTD.**

2. The address of the office of the Partnership is 3848 West 16th Avenue, Hialeah, Florida 33012.

3. The name and address of the agent for service of process on the Partnership is **MARC BIRNBAUM, P.A., 20801 Biscayne Boulevard, Suite 400, Miami, Florida 3180.**

4. The name and business address of the General Partner is: **DGG ASSOCIATES, INC., 3848 West 16th Avenue, Hialeah, Florida 33012.**

5. The mailing address of the Partnership is 3848 West 16th Avenue, Hialeah, Florida 33012.

6. The latest date upon which the Partnership shall dissolve is September 30, 2050.

7. The original Certificate of Limited Partnership was filed October 7, 1991.

8. The effective date of this Amended and Restated Certificate of Limited Partnership shall be upon filing with the Department of State.

9. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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in the Partnership name by (a) MAURICIO GLUCK, as President of DGG ASSOCIATES, INC., a Florida corporation, as the General Partner of DGG ROCKLEDGE VENTURERS, LTD. or (b) an authorized corporate officer of, DGG ASSOCIATES, INC., a Florida corporation, as General Partner of DGG ROCKLEDGE VENTURERS, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the General Partner of DGG ROCKLEDGE VENTURERS, LTD. this 20 day of October, 1998.

GENERAL PARTNER:

DGG Associates, Inc., a
Florida corporation

By: Mauricio Gluck, Inc
Mauricio Gluck, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for DGG ROCKLEDGE VENTURERS, LTD. a Florida limited partnership (the "Partnership"), in the foregoing Amended and Restated Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

By: MARC BIRNBAUM
MARC BIRNBAUM, P.A.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared, MAURICIO GLUCK, President of DGG ASSOCIATES, INC., a Florida corporation, which is the General Partner of DGG ROCKLEDGE VENTURERS, LTD. a Florida limited Partnership, hereinafter referred to as the "Partnership", 1657 West 39th Place, Hialeah, Florida 33012, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

a.	Dov Dunaevsky	\$ 92,295.15
b.	Ferdinand Glueckmann	\$ 92,295.15
c.	Dennis Connors	\$ 93,644.16
d.	Geza Baumohl	\$139,117.23
e.	Andres Gluck, Trustee	\$ 34,779.31
f.	Jenny Fried	\$ 34,779.31
g.	Dora Gluck	\$ 34,779.31
h.	Mauricio Gluck	\$ 34,779.31
i.	DGG Associates, Inc.	\$ 5,620.90

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

DGG Associates, Inc., a
Florida corporation

By: Mauricio Gluck, Inc.
Mauricio Gluck, President

Dated: 10/20/98, 1998.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oath and to take acknowledgements in and for the State and County set forth above, personally appeared MAURICIO

GLUCK, as President of DGG Associates, Inc., a Florida corporation, the General Partner of the Partnership known to me and known by me to be person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of the Partnership and, who produced _____ as identification or who is personally known.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of Oct, 1998.



NOTARY PUBLIC, State of Florida

