

A32261
Peabody & Brown

Attn: Jonathan C. Burwood
Requestor's Name

1255 23rd Street, N.W.
Address

Washington, D.C. 20037
City/State/Zip

Phone #
202)973-7841

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 22 AM 9:44

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Midland Properties Limited Partnership XV
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****52.50 *****52.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

A32261

Examiner's Initials **KWM**

8-22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

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August 1, 1997

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

SUBJECT: MIDLAND PROPERTIES LIMITED PARTNERSHIP XV
Ref. Number: A32261

We have received your document for MIDLAND PROPERTIES LIMITED PARTNERSHIP XV 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: 297A00039305

CERTIFICATE OF AMENDMENT
TQ
CERTIFICATE OF LIMITED PARTNERSHIP
OF MIDLAND PROPERTIES LIMITED PARTNERSHIP XV

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 25, 1991 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: 894-440

* 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.

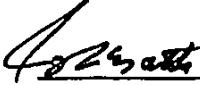
FOURTH: Article No. 5 of the Certificate of Limited Partnership is amended as follows:

* 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, President

MIDLAND EQUITY II LIMITED
PARTNERSHIP, a Delaware limited
partnership

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

By: 
Ray F. Mathis, President

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