

A93000000482

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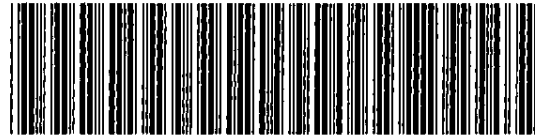
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TREASURY OF STATE
DIVISION OF CORPORATIONS

B. Todd DEC 14 2010

EDWARDS & ASSOCIATES, P. A.

Attorneys at Law

**DEBORAH M. EDWARDS
MICHELL M. FEANNY**

**10717 SW 104th Street
Miami, Florida 33176
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FAX: (305) 662-1435**

December 9, 2010

Registration Section
Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

RE: Garden Walk Associates, Ltd., - Document Number A93000000482- Reinstatement
Our File No.: 10-1376

Dear Division of Corporations:

This Firm represents Garden Walk Associates, Ltd., (the "Partnership") which has been administratively dissolved for failure to file an annual report. We have attempted to reinstate the Partnership on line, but have been unable to do so because one of the partners, Cronacher Garden Walk, Inc., P93000033286 ("Cronacher") is administratively dissolved.

Garden Walk Associates, Ltd., was previously comprised of two general partners, Cronacher and Tacolcy Garden Walk, Inc., P93000032953 ("Tacolcy").

Cronacher is not interested in being reinstated, because it is no longer a partner in Garden Walk Associates, Ltd., and we are advised by Cronacher that this withdrawal took place as far back as December 31, 2006, but that the paperwork evidencing this withdrawal cannot be located. In order to document this withdrawal, the partners have signed an Amendment to the Amended and Restated Partnership Agreement evidencing the withdrawal of Cronacher from the partnership with effect December 31, 2006. Please see original attached. We recognize that there are annual returns on file with your office that show Cronacher as a partner after 1996, however, we are advised that these were prepared and filed in error.

Also attached is an executed original Certificate of Amendment to Certificate of Limited Partnership of Garden Walk Associates, Ltd., evidencing the Cronacher withdrawal, as well as, our Firm's check #6101 in the amount of \$600, being the reinstatement fee. We will file the annual report on line as soon as we can access the form on the computer.

Should you have any questions, or require additional documents, please do not hesitate to contact me at dedwards@eclawfirm.com or 305-669-3049. Thank you in advance for your assistance in this matter.

Sincerely,



Deborah M. Edwards

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GARDEN WALK ASSOCIATES, LTD.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 14 PM 2:51

Pursuant to the provisions of Section 620.109 of the Florida Statutes, GARDEN WALK ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on May 6, 1993, under Document Number A93000000482, adopts the following Certificate of Amendment to Certificate of Limited Partnership:

1. The Amended and Restated Agreement of Limited Partnership as of November 1, 1994, (the "Agreement") is further amended as follows:
 - (a) Pursuant to Section 6.01 of the Agreement, Cronacher Garden Walk, Inc., withdrew as a partner of Garden Walk Associates, Ltd on December 31, 1996.
 - (b) Pursuant to Section 6.01 of the Agreement, the name and address of the sole General Partner of the Partnership since December 31, 1996 is:

Tacolcy Garden Walk Inc.
675 NW 56 Street, Bldg C
Miami, Florida 33127
2. This Certificate of Amendment shall be effective at the time of filing with the Florida Department of State.

[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned, have signed this Certificate of Amendment to Certificate of Limited Partnership as of the 10th day of November, 2010.

CONTINUING GENERAL PARTNER

WITHDRAWN GENERAL PARTNER

TACOLCY GARDEN WALK, INC.,
a Florida General Partner

By: Carol Gardner
Carol Gardner, President

CRONACHER GARDEN WALK INC.,
a Florida corporation

By: Roy Cronacher
Roy Cronacher, President