

LAW OFFICES
COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard
 Suite 232
 Fort Lauderdale, Florida 33309

Broward: (954) 492-4010
 Dade: (305) 893-2224
 Facsimile: (954) 492-1144

Michael Colodny
 Joel S. Fass
 Howard M. Talenfeld

Maria Elena Abate
 Wendy Beck
 Fred E. Karlinsky

SECRET
 TALLAHASSEE
 99 SEP 11 11 52
 FILED
 Tallahassee Office
 204 South Monroe Street
 Suite 201
 Tallahassee, Florida 32301
 Telephone: (904) 224-1611
 Facsimile: (904) 577-0385

Reply to: Fort Lauderdale

A93000000976

Ms. Brenda Tadlock
 Department of State
 Division of Corporations
 Limited Partnership Section
 P.O. Box 6327
 Tallahassee, Florida 32314

Wendy Beck's acct.
 AUTHORIZATION BY PHONE TO
 CORRECT *addr. of you #11*
 DATE 9/3/99
 CCC FXAM. *let*

Re.: Eureka Plaza Company, Ltd.
 Our file no.: 98-139

Dear Ms. Tadlock:

700002980087--0
 -09/08/99-01003-006
 *****52.50 *****52.50

Pursuant to our conversation of August 24, 1999, enclosed please find an Affidavit of the General Partner regarding the amount of capital contributions of the limited partners, along with an Amended and Restated Certificate of Limited Partnership. No fee is enclosed herewith for the affidavit, as you have advised that none is required due to the Department's error in computer data entry regarding the amount of the limited partners capital contributions. However, enclosed herewith is a check made payable to Secretary of State in the amount of FIFTY-TWO AND 50/100 DOLLARS (\$52.50) for filing the Amended and Restated Certificate of Limited Partnership of Eureka Plaza Company, Ltd.

Thank you for your assistance in this matter. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Arstart
Wendy Beck
 Wendy Beck

Name	
Availability	
Document	<i>let</i>
Enclosures	
Updater	
Under Verifier	
Acknowledgement	
W. P. Verifier	

let 9/8

FILED 52.50
 COPY _____
 AGENT _____
 TOTAL 52.50
 BALANCE DUE \$ _____
 REFUND \$ _____

AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP
OF EUREKA PLAZA COMPANY, LTD.

99 SEP -3 PM 4:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The original Certificate of Limited Partnership to EUREKA PLAZA COMPANY, LTD. (hereinafter referred to as "EUREKA") was filed with the Department of State, Division of Corporations, on September 24, 1993, and bears document number 9300000016.

2. There have been no name changes for EUREKA since the time of the filing the original Certificate.

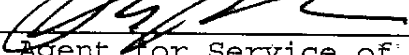
3. This Amended and Restated Certificate has been duly executed and filed in accordance with Florida Statute §620.109.

4. The name of the limited partnership is EUREKA PLAZA COMPANY, LTD.

5. The business address of EUREKA is 5082 Coconut Creek Parkway, Margate, Florida, 33063.

6. The name of the registered agent for service of process is Philip J. Procacci.

7. The Florida street address for the registered agent is 5082 Coconut Creek Parkway, Margate, Florida, 33063.

8.  accepts designation as Registered Agent for Service of Process.

9. The mailing address of the limited partnership is 5082 Coconut Creek Parkway, Margate, Florida, 33063.

10. The latest date upon which the Limited Partnership is to be dissolved is forty (40) years unless sooner terminated and dissolved in accordance with the Limited Partnership Agreement.

11. The name of the General Partner is Procacci Commercial Realty, Inc. Its address is: 5082 Coconut Creek Pkwy., Margate, FL 33063.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 26TH day of AUGUST, 1999.

Signature of General Partner:

PROCACCI COMMERCIAL REALTY, INC.,
as sole General Partner of Eureka Plaza
Company, Ltd.

By: 
Philip J. Procacci

Its: President