

HOLLAND & KNIGHT

A 93000001237
 Requester's Name
 3 SOUTH ALHAMBRA STREET
 Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

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

800002060638--2

-01/16/97--01084--022

****113.75 ****113.75

1. Eller Drive L.P.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 JAN 14 PM 12:59

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☐ Pick up time

1:00

☒ 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 checked="" 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

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

FILED 8.75
 FILING 52.50
 R. AGENT FEE 52.50
 C. COPY 113.75
 TOTAL 113.75
 N. BANK
 BALANCE DUE
 PERIOD

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Examiner's Initials

B/K

**THIRD AMENDED & RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ELLER DRIVE LIMITED PARTNERSHIP**

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The Certificate of Limited Partnership of **ELLER DRIVE LIMITED PARTNERSHIP**, filed November 29, 1993, under Document No. A93000001237, and which was amended on December 1, 1993, and also on October 15, 1996 is hereby amended by (i) substituting Euro II, Inc. as the managing general partner of the Partnership, (ii) eliminating reference to "Associate General Partner" since there will only be one general partner for the Partnership whose address shall be 1035 South Semoran, Suite 1007, Winter Park, Florida 32792, (iii) changing the office for maintenance of business records and the address of the Partnership to 1035 South Semoran, Suite 1007, Winter Park, Florida 32792, (iv) changing the agent for service of process to Euro II, Inc. with address of 1035 South Semoran, Suite 1007, Winter Park, Florida 32792, (v) amending the purpose of the Partnership as set forth in paragraph 7 of the Certificate, (vi) adding a statement with regard to amendments to this Certificate as new paragraph 8, and (vii) restating the Certificate of Limited Partnership in its entirety as follows:

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is:

ELLER DRIVE LIMITED PARTNERSHIP

2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by §620.106 of the Florida Statutes, is:

1035 South Semoran
Suite 1007
Winter Park, Florida 32792

3. Agent for Service of Process. The name and address of the Limited Partnership's agent for service of process is:

Euro II, Inc.
1035 South Semoran
Suite 1007
Winter Park, Florida 32792

4. Managing General Partner. The name and business address of the Managing General Partner of the Limited Partnership is:

Euro II, Inc., a Florida corporation
1035 South Semoran
Suite 1007
Winter Park, Florida 32792

5. Address of the Limited Partnership. The mailing address of the Limited Partnership is:

1035 South Semoran
Suite 1007
Winter Park, Florida 32792

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is:

December 31, 2032

7. Purpose. The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, operate, finance, refinance, own, improve, renovate, develop, maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber, and ultimately dispose of the property located at 9700 N.W. 48th Drive, Coral Springs, Florida 33067; and (ii) to engage in all such other lawful activities as are reasonably incidental to the purpose and business of the Partnership set forth in this paragraph. Subject to Section 23.10 of the Limited Partnership Agreement (as defined below) except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity.

8. Amendments. Neither this Certificate of Limited Partnership, as amended pursuant to this Third Amended and Restated Certificate of Limited Partnership, nor the Limited Partnership Agreement of Eller Drive Limited Partnership, as amended pursuant to that First Amendment to Limited Partnership Agreement dated October 15, 1996 and as subsequently amended pursuant to that Second Amendment to Limited Partnership Agreement dated December 27, 1996 (as amended, the "Limited Partnership Agreement"), shall be further amended, modified, supplemented, revoked, cancelled or annulled without the prior written consent of ALI Inc., as long as any obligations remain outstanding under the Loan Documents (as defined in that certain Loan Agreement among, other parties, Eller Drive Limited Partnership and ALI Inc. and dated December 27, 1996).

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IN WITNESS WHEREOF, this Third Amended and Restated Certificate of Limited Partnership has been duly executed on this 27th day of December, 1996, and is being filed in accordance with the provisions of Section 620.109 of Florida Statutes.

EURO II, INC., as
Managing General Partner

By: 

Allen C. de Olazarra
President

[CORPORATE SEAL]

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