

To: FI Dept Of State
Subject: 0466.55816

From: Tracy Spolar

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Florida Department of State
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TALLAHASSEE, FLORIDA

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Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0466.55816

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

GUMENICK FAMILY INVESTMENTS NO. 2, LTD.

Certificate of Status	0
Certified Copy	1
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2006 AUG -4 A 9:49

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GUMENICK FAMILY INVESTMENTS NO. 2, LTD.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited partnership, **GUMENICK FAMILY INVESTMENTS NO. 2, LTD.**, whose certificate was filed with the Florida Department of State on May 11, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment to Certificate of Limited Partnership:

Pursuant to the Certificate of Conversion filed with the Florida Department of State (a copy of which is attached hereto), the general partner of the limited partnership, **GUMENICK INVESTMENTS NO. 2, INC.**, a Florida corporation, 1920 Meridian Avenue, 2nd Floor, Miami Beach, Florida 33139, has converted to a Florida limited liability company, **GUMENICK INVESTMENTS NO. 2, LLC**, 1920 Meridian Avenue, 2nd Floor, Miami Beach, Florida 33139, pursuant to Sections 607.1112 *et seq* of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.

As a result of the conversion, the general partner remains the same entity that existed before the conversion but is deemed to be a Florida limited liability company for all purposes, with the following name and address:

GUMENICK INVESTMENTS NO. 2, LLC
1920 Meridian Avenue, 2nd Floor, Miami Beach, Florida 33139

See Sections 607.1114 and 608.439, Florida Statutes.

SECOND: Except as hereby amended, the Certificate of Limited Partnership of this limited partnership shall remain the same.

Signature of general partner(s):

Jerome Gumenick 8-4-06
(signature) (date)

Jerome Gumenick, Pres., **GUMENICK INVESTMENTS NO. 2, INC.**

Jerome Gumenick 8-4-06
(signature) (date)

Jerome Gumenick, Manager, **GUMENICK INVESTMENTS NO. 2, LLC**

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To: FI Dept Of State
Subject: 0466.55816

From: Tracy Spear

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Exhibit A

**CERTIFICATE OF CONVERSION
OF
GUMENICK INVESTMENTS NO. 2, INC.**

2006 AUG -4 A 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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