

A94000001326

**Brady & Brady, P.A.**

**Attorneys at Law**  
370 W. Camino Gardens Blvd.  
Suite 336 - 337  
Boca Raton, FL 33432

Frank R. Brady\*  
Jeanne C. Brady

\*Also Admitted to New Jersey Bar

Phone: (407) 338-8258  
Fax: (407) 338-5824

February 10, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amendment of Certificate of Formation of limited partnership

Gentlemen:

Enclosed are the original and one copy of the Amendment of Glades Partnership, Ltd.'s certificate of formation adopted and approved by the unanimous vote of the partners; changing the General Partner from Housing Partnership, Inc. to The Partnership, Inc.. Also enclosed in support of this change of general partner is an assignment by the existing general partner to the new general partner. Please file the original amendment and return a certified copy to me at your earliest convenience. A check in the amount of \$52.50 in payment of the applicable fees is enclosed.

Thank you for your attention to this matter.

100002086651--2  
-02/13/97--01032--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Very truly yours,

**Brady & Brady, P.A.**

By:   
Frank R. Brady, Esq.  
Attorney for Partnership

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 31 AM 9:27

A94000001326

Name	
Availability	
Document	
Examiner	DCC
Updater	DCC
Releaser	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

**Brady & Brady, P.A.**

**Attorneys at Law**  
370 W. Camino Gardens Blvd.  
Suite 336 - 337  
Boca Raton, FL 33432

Frank R. Brady\*  
Jeanne C. Brady

\*Also Admitted to New Jersey Bar

Phone: (407) 338-3258  
Fax: (407) 338-5234

March 26, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Diane Cushing

Re: Amendment of Certificate of Formation of limited partnership;  
Division of Corporations letter no. 897AG0008540

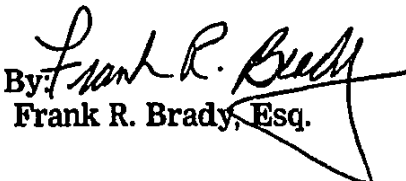
Dear Ms. Cushing:

In accordance with your letter dated February 18, 1997, enclosed is a signed annual report, together with the filing fee of \$191.75 for Glades Partnership, Ltd. Also enclosed is a copy of your letter concerning the certificate of amendment of Glades Partnership, Ltd.'s certificate of formation. Please file the original amendment and return a copy of the filed amendment to me at your earliest convenience. As indicated in your February 18th letter, we have previously submitted a check in the amount of \$52.50 in payment of the applicable fees for the amendment.

Thank you for your attention to this matter.

Very truly yours,

**Brady & Brady, P.A.**

By:   
Frank R. Brady, Esq.

FRB/nb  
enclosures

cc: John Corbett



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 18, 1997

FRANK R. BRADY, ESQ.  
BRADY & BRADY, P.A.  
370 W. CAMINO GARDENS BLVD., STE 336-337  
BOCA RATON, FL 33432

SUBJECT: GLADES PARTNERSHIP, LTD.  
Ref. Number: A94000001326

We have received your document for GLADES PARTNERSHIP, LTD. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

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 (904) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 897A00008540

AMENDMENT OF CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, for the purpose of amending the certificate of formation of limited partnership pursuant to § 620.109 of the Revised Uniform Limited Partnership Act (1986) (constituting §§620.101 et seq.) and other applicable laws of the State of Florida, hereby states as follows:

1. Name of Limited Partnership. The name under which this Limited Partnership was formed and will continue to operate and conduct its business is GLADES PARTNERSHIP, LTD.

2. Date of Filing Original Certificate of Formation. The date on which the partnership's original Certificate of Formation of Limited Partnership was filed was September 27, 1994, and the document number assigned by the Florida Division of Corporations was A94000001326

3. Amendment: The nature of the amendment made by this certificate of amendment is to change the name and business address of the general partner of the Limited Partnership as follows:

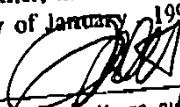
The Partnership, Inc.  
319 Clematis Street, Suite 409  
West Palm Beach, Florida 33401

In all other particulars, the Certificate of Limited Partnership forming this partnership remains unchanged.

4. Occurrence of Events Requiring Amendment. Pursuant to § 620.109(2)(a), the undersigned general partner hereby notifies the Division of Corporations as follows:

- A. the above named new general partner was admitted as a general partner on December 31, 1996.
- B. the previously named general partner withdrew as general partner on January 2, 1997.
- C. the business of this partnership continues pursuant to § 620.109(2)(a)3, Florida Statutes as a result of the existence of at least one other general partner at the time of withdrawal of the previously named general partner and provisions for continuation of the partnership contained in the written agreement of limited partnership on file at the registered office of this limited partnership.

IN WITNESS WHEREOF, the undersigned, being the duly authorized officer of the sole general partner, has hereunto set his hand in the name and on behalf of the general partner this 2nd day of January, 1997.

 President & CEO  
John Corbett, as authorized representative  
of the General Partner

97 MAR 31 AM 9:27  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## ASSIGNMENT

KNOW ALL MEN BY THESE PRESENCE that, for and in consideration of the acceptance by the Assignee (as hereinafter defined) of all duties and obligations of the Assignor (as hereinafter defined) under that certain Agreement of Limited Partnership entered into by and between Housing Partnership, Inc. (the "Assignor") and The Partnership, Inc. (the "Assignee") on September 27, 1994 and other full and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned Assignor does hereby assign unto the Assignee all of its estate, right, title and interest as general partner of Glades Partnership, Ltd., a Florida limited partnership, but not its interest or estate as limited partner of such partnership. The Assignor and the Assignee each hereby acknowledge their understanding and agreement that the Assignor shall continue as a general partner of Glades Partnership, Ltd. for a limited period until a certificate of amendment is filed with the Florida Division of Corporations pursuant to § 620.109, Florida Statutes, whereupon, the Assignor shall no longer be a general partner and shall only be a limited partner of Glades Partnership, Ltd.

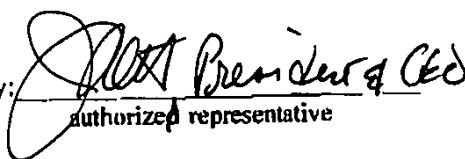
WHEREFORE, the Assignor does hereby remise, release and quit-claim unto the Assignee all of its estate, right, title and interest as general in and to general partner of Glades Partnership, Ltd. (but not its interest or estate as limited partner of such partnership), to have and to hold to the proper use and benefit of the named Assignee.

IN WITNESS WHEREOF, these premises are signed, acknowledged and delivered by the Assignor and accepted by the Assignee, in the presence of the subscribing witnesses, effective as of the 31st day of December, 1996.

ASSIGNOR:

Housing Partnership, Inc.

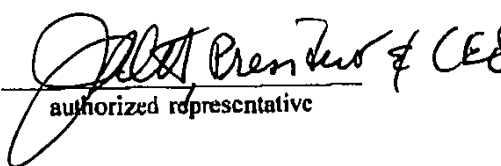
By:

  
authorized representative

ASSIGNEE:

The Partnership, Inc.

By:

  
authorized representative

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
87 MAR 31 AM 9:27