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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 16, 1999

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: 1300 PONCE, LTD. Ref. Number: A94000001627

We have received your document for 1300 PONCE, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$52.50 payment.

The Amended and Restated Certificate part of your filing is fine. But an AMENDED AND RESTATED CERTICATE cannot contain changes in the limited partner contribution amount. The total anticipated limited partner contribution amount for this partnership is presently \$600,000.00. If you want to change that either increase it or decrease it -- you must file a SUPPLEMENTAL AFFIRMUT OF CONTRIBUTIONS.

The fee to file a Supplemental Affidavit that DECREASES the contribution amount is \$52.50.

Please resubmit your AMENDED AND RESTATED CERTIFICATE with AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

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 (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 199A00054991

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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF 1300 Ponce, Ltd.

Pursuant to the provisions of section 620.109, Florida Statutes, the undersigned, being all of the general partners of 1300 Ponce, Ltd., hereby duly execute and file with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership which amends and restates the Certificate of Limited Partnership filed with the Florida Department of State on December 2, 1994. The Certificate of Limited Partnership of 1300 Ponce, Ltd., is amended and restated in its entirety to read as follows:

1. The name of the limited partnership is:

1300 Ponce, Ltd.

2. The business address and the mailing address of the limited partnership is:

2601 South Bayshore Drive, Suite 1775, Coconut Grove, Florida 33133

3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Jeffrey A. Safchik

4. The Florida street address for the registered agent is:

2601 South Bayshore Drive, Suite 1775 Coconut Grove, Florida 33133

5. Having been named the statutory registered agent of 1300 Ponce, Ltd., at the place designated in this Certificate of Limited Partnership of 1300 Ponce, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

EFFREY A. SAFCHIK, Registered Agent

Dated: November <u>/7</u>, 1999

6. The name and business address of the general partner is as follows:

F98000 02 Creenstreet Management, Inc., a Florida corporation 2601 South Bayshore Drive, Suite 1775
Coconut Grove, Florida 33133

- 7. The latest date upon which the limited partnership is to dissolve is December 31, 2044.
- 8. The Limited Partnership indemnifies the General Partner to the fullest extent permitted by applicable law for all actions taken by the General Partner in its capacity as General Partner of the Limited Partnership.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Amended and Restated Certificate of Limited Partnership on the __/7_ day of November, 1999 in accordance with §620.114 Florida Statutes.

GREENSTREET MANAGEMENT, INC., a Florida corporation

By:__

Jeffrey A. Safelijk, President