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CR2E031(9/92)

Certificate of Amendment

to

Certificate of Limited Partnership

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Ocean Gardens Associatos, Ltd.

The undersigned, being the sole general partner of Ocean Gardens Associates, Ltd., a Florida limited partnership (the "Partnership"), does hereby certify that by resolutions adopted by written consent of the general partner pursuant to Section 620.109 of the Florida Statutes, dated as of January 11, 1995, the following amendments to the Certificate of Limited Partnership, originally filed on January 5, 1995, were adopted:

Item number 1 of the Certificate of Limited Partnership is deleted in its entirety and the following substituted Ξ therefor:

1. The name of the limited partnership is OCEAN GROVE ASSOCIATES, LTD.

Item number 6 of the Certificate of Limited Partnership is deleted in its entirety and the following substituted in therefor:

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

> OCEAN GROVE, INC. EMACERCHAIS 2601 S. Bayshore Drive, 9th Floor Miami, Florida 33133

WHEREOF, the undersigned general partner of the Partnership has executed this Certificate of Amendment to Certificate of Limited Partnership this 11th day of January, 1995.

> Ocean Grove, Inc., a Florida corporation

By: Julio J. Gonzalez

Assistant Secretary

CORPORATION I ACCURAGE STATE OF THE STATE OF

MAIC 10: P.O. Box 5020 TAITABASSET, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 518656 4656A

AUTHORIZATION :

COST LIMIT : 9 140.00

ORDER DATE : January 5, 1995

ORDER TIME : 9:36 AM

ORDER NO. : 518656

CUSTOMER NO: 4656A

CUSTOMER: Eather J. Forbes, Legal Aust

GREENBERG TRAURIG HOFFHAN LIPOFF ROSEN & QUENTEL, P. A.

P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC FILING

NAME: OCEAN GARDENS ASSOCIATES, LTD.

ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

 $7000001070287 \odot$

CERTIFICATE OF LIMITED PARTNERSHIP OF OCEAN GARDENS ASSOCIATES, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of OCEAN GARDENS ASSOCIATES, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

- 1. The name of the limited partnership is OCEAN GARDENS ASSOCIATES, LTD.
- 2. The business address and the mailing address of the limited partnership is 2601 South Bayshore Drive, 9th Floor, Miami, Florida 33133.
- 3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

MARCIA LANGLEY

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

2601 South Bayshore Drive, 9th Floor Miami, FL 33133

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of OCEAN GARDENS ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of OCEAN GARDENS ASSOCIATES, 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.

MARCIA LANGLEY

Registered Agent

Dated: January <u>4</u>, 1995.

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

OCEAN GARDENS, INC. 2601 South Bayshore Drive, 9th Floor Miami, FL 33133

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7. The latest date upon which the limited partnership is to dissolve is December, 2045.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 4 day of January, 1995 in accordance with \$620,114 of the Florida Statutes.

OCEAN GARDENS, INC. a Florida corporation, General Partner

RY:

J. Larry Rutherford, Prefiden

<u>A E F I D A V I T</u>

THE UNDERSIGNED, constituting all of the general partners of OCEAN GARDENS ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

- 1. The amount of capital contributions to date of the limited partners is \$-0-.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

OCEAN GARDENS, INC.,

a Florida corporation, General Partner

RY.

J. Larry Rutherford, President

20018, this did clause . . Miann, 11, 331 § 5-461 305/854-4000 VIA PRIORITY MAIL October 24, 1995 Florida Department of State Annual Reports Section AUTHORIZATION BY PHONE TO 409 E. Gaines Street Tallahassee, Florida 32399 relled iPoortib Ocean Grove Associates, Ltd. #A95000000023 Dear Sir/Madam: Enclosed please find the Limited Partnership Annual Report and the Supplemental Affidavit of Capital Contributions for Ocean Grove Associates, Ltd. Also enclosed are checks in the amounts of \$576.25 and \$1,750\00 for the fee to file the annual report and the fee to file the supplemental affidavit. Please date stamp the enclosed photocopies of the Annual Report and the Supplemental Affidavit and return them to us at the above address as evidence of the filing the foregoing documents. this office at (305) 859-4685 if you have any questions. Thank you for your assistance with this matter. 200001634102 -11/13/95--01041--013 ***1750.00 ***1750.00 Jeffrey E. Bolte FILING. C. COPY_ R. AGENT TOTAL. BALANCE DUE \$_ BEFUND \$.

Enclosures

Name Availability

Document

Examiner

Updater

1001



September 26, 1995

OCEAN GROVE ASSOCIATES, LTD. 2601 SOUTH BAYSHORE DRIVE, 9TH FLOOR MIAMI, FL 33133

SUBJECT: OCEAN GROVE ASSOCIATES, LTD.

Ref. Number: A95000000023

We have received your document for OCEAN GROVE ASSOCIATES, LTD. and your check(s) totaling \$576.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the total amount contributed by the limited partners is being amended, a supplemental affidavit reflecting the new total must be submitted.

The fee to file the supplemental affidavit is \$1,750.00 and the fee to file the annual report is \$576.25. The total fee due for both filings is \$2326.25. Please return the supplemental affidavit and the annual report together with the appropriate fee.

Please return your document, along with a copy of this letter, within 60 days or your filling will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson Corporate Specialist

Letter Number: 695A00044020

Supplemental Affidavit of Capital Contributions

for

Ocean Grove Associates. Ltd.

Ocean Grove, Inc., a Florida corporation ("Ocean Grove"), being the sole general partner of Ocean Grove Associates, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute this supplemental affidavit filed pursuant to section 620.112 Florida Statutes:

1. The total amount of capital contributions of the limited partner is \$1,850,000.

This 74 day of October, 1995.

Further Affiant Sayeth Not.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner:

Ocean Grove, Inc., a Florida corporation

Bv:

Julio J. Gonzale Vice President ار میند. از میند

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

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SIGNATURE

Typed or Printed Name of Geoiral Partner Signing Fyrm

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MIAMI FL 33133			Scetu Apt # et	M.	Z ₁ p Code					
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SIGNATURE (Registered Agent Acceptant	Appointment)						A1E.			-
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11. Harre(s) of General Partrue(s)		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers			1b. City	State & Zip Code	11c.	Registrat Document N		_
OCEAN GROVE, INC.	2601 SOUTH BAYSHORE D		- 1	MIAMI FL 33133		P94000094143			3 (6/95	
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9/14/95

Julid J. Gonzalez / Vice President tompton 1000 305-859-4000 Ocean Grove, Inc.