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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181
(305) 374-3250
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(305) 374-7632

Via Federal Express

January 12, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

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RE: Ocean Grove Associates, Ltd.
Our File No. 349.16

W-1320

A95-23

Dear Sir:

Enclosed is our check in the sum of \$105.00 for filing the enclosed Amendment to Certificate of Limited Partnership and a certified copy of same. Also enclosed is a stamped envelope for returning the certified copy to us.

Sincerely,

Jeff Tanen
Jeffrey S. Tanen *mb*

FILED
00 MAR -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Availability
IST/mjb	
Document Examiner	Enclosure DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

MA Brookwood Ocean Grand L Sect State 1-12-00.wpd

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3250
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Via Federal Express

March 1, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

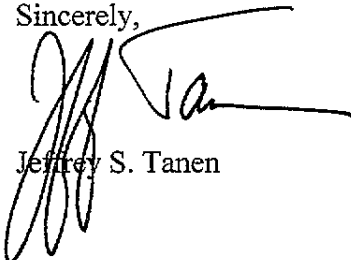
RE: Ocean Grove Associates, Ltd.
Our File No. 349.16

Gentlemen:

Enclosed is a copy of your correspondence of January 18, 2000 which returned to us an Amendment to Certificate of Limited Partnership of Ocean Grove Associates, Ltd., which was not filed by your office. We are enclosing a revised Amendment of Certificate of Limited Partnership reflecting the general partner which is in fact duly registered to do business in the State of Florida. Please file the Amendment and return a certified copy to us in the enclosed envelope.

Thank you for your assistance.

Sincerely,



Jeffrey S. Tanen

JST/mjb
Enclosure

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

GOLDSTEIN & TANEN, P.A.
STE 3250, 1 BISCAYNE TOWER
2 SOUTH BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: OCEAN GROVE ASSOCIATES, LTD.
Ref. Number: W00000001320

We have received your document for OCEAN GROVE ASSOCIATES, LTD. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00002300

**AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
OCEAN GROVE ASSOCIATES, LTD.,
a Florida limited partnership**

THE UNDERSIGNED, the sole general partner of Ocean Grove Associates, Ltd., a Florida limited partnership ("the Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on January 5, 1995, which Certificate was amended by that certain Certificate of Amendment filed with the Florida Department of State on January 18, 1995 (the Certificate of Limited Partnership as amended, the "Certificate"), hereby amends the Certificate as follows:

Section 6 of the Certificate is hereby deleted in its entirety and the following is substituted therefor:

Name and Addresses of the General Partner.

The name and address of the General Partner is:

Brookwood Ocean Grande Management Co., LLC
55 Tozer Road
Beverly, MA 01915

FILED
MAR - 2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Except as expressly provided herein, all of the terms and provisions of the Certificate shall remain in full force and effect and are hereby ratified and confirmed.

This amendment is being filed to reflect the withdrawal of the general partner Ocean Grove, Inc., a Florida corporation, which occurred on December 30, 1999.

The execution of this certificate by the undersigned constitutes and affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Ocean Grove Associates, Ltd., this 28 day of January, 2000.

GENERAL PARTNER:

BROOKWOOD OCEAN GROVE GRANDE
MANAGEMENT CO., LLC, a Delaware limited liability
company

By: Thomas N. Tokla
Name: Thomas N. Tokla
Title: Chairman and CEO