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Internet Address:
www.tkvnaples.com

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 34103
Telephone (941) 649-4900
Fax (941) 649-0823

Lisa L. Barnett
A. Kimberly Brossett
Thomas A. Collins, II
Kent A. Johanson *
Catherine B. Kidon
Kim Patrick Kobza o
Stan J. Leisner
Richard M. Lissner
Christopher M. Munon
Michael J. ...
Richard ...
of ...
William ...
of ...

September 23, 1997

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

* Also admitted in Iowa
o Also admitted in Michigan
+ Also admitted in New York
† Board Certified
Tax Attorney

Re: **Kerr Plaza, Limited**
Our Files Numbered: 2020.010

600002308286--4
-10/01/97--01022--003
*****52.50 *****52.50

Dear Sirs:

Enclosed you will find an Amended and Restated Certificate of Limited Partnership of Kerr Plaza, Limited together with our trust account check in the sum of \$52.50 which sum represents your filing fee for said limited partnership.

Would you please file the same in your usual manner and return verification to our offices that this has in fact been accomplished.

If you have any further questions, please do not hesitate to give me a call. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning

Leslie L. Browning, Paralegal
For The Firm
e-mail-llbrowning@tkvnaples.com

llb

Enclosures

A95-47

Name Availability	ll
Document Examiner	ll
Updater	ll
Updater Verifier	ll
Acknowledgment	ll
W. P. Verifier	ll

**AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP
OF KERR PLAZA, LIMITED**

97 OCT - 1 PM 1:11
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned General Partners hereby make and file this Amended and Restated Certificate of Limited Partnership for Kerr Plaza, Limited, hereinafter referred to as the "Partnership". The original Certificate of Limited Partnership for the Partnership was filed on December 30, 1994. This Amended and Restated Certificate of Limited Partnership for Kerr Plaza, Limited, has been duly executed by the sole former General Partner and the sole new General Partner and is filed pursuant to Section 620.109 F.S. This Amended and Restated Certificate of Limited Partnership for Kerr Plaza, Limited, supersedes the original Certificate of Limited Partnership for the Partnership. The undersigned further state:

1. Name of Partnership. The name of the Partnership is Kerr Plaza, Limited.
2. Address of Office. The address of the record keeping office of the Partnership is 12887 Valewood Drive, Naples, Florida 34119.
3. Agent For Service of Process. The name and address of the Partnership's agent for service of process in Florida is James E. Collins, 12887 Valewood Drive, Naples, Florida 34119.
4. Name and Business Address of General Partner. The name and business address of the General Partner is Kerr Management, LC, a Florida limited liability company, 13800 Tamiami Trail North, Suite 111, Naples, Florida 34110. *L97-982*
5. Mailing Address of Partnership. The mailing address of the Partnership is 12887 Valewood Drive, Naples, Florida 34119.
6. Duration of Partnership. The Partnership and the limitation of liability of the limited partners shall commence upon the date of filing of the original Certificate of Limited Partnership with the Florida Department of State. The latest date upon which the Partnership is to dissolve is December 30, 2044.

IN WITNESS WHEREOF, the undersigned have set their hand and seal as of the 4th day of September, 1997.

KERR PLAZA MANAGEMENT, INC., a Florida corporation, former General Partner

By: *James E. Collins, President*
James E. Collins, President / Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of September, 1997 by

JAMES E. COLLINS, as President of **KERR PLAZA MANAGEMENT, INC.**, a Florida Corporation, on behalf of the Corporation and as the former General Partner of **KERR PLAZA, LIMITED**. He is personally known to me or has produced _____ as identification.

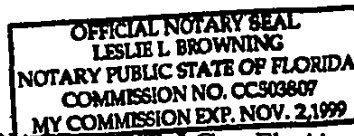
Witness my hand and official seal in the County and State last aforesaid, this 4th day of September, 1997.

Leslie L. Browning
Notary Public

Typed, Printed or Stamped Name

My commission expires:

My commission number is:



KERR MANAGEMENT, LC., a Florida limited liability company, new General Partner

By: *James E. Collins, Manager*
James E. Collins, Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT - 1 PM 1:10

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of September, 1997 by **JAMES E. COLLINS**, Manager of **KERR MANAGEMENT, LC.**, a Florida limited liability company, the new General Partner of **KERR PLAZA, LIMITED**. He is personally known to me or has produced _____ as identification.

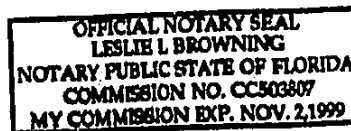
Witness my hand and official seal in the County and State last aforesaid, this 4th day of September, 1997.

Leslie L. Browning
Notary Public

Typed, Printed or Stamped Name

My commission expires:

My commission number is:



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