

A95000001217



ACCOUNT NO. : 072100000032

REFERENCE : 885944 7128835

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : July 9, 1998

ORDER TIME : 2:04 PM

ORDER NO. : 885944-010

CUSTOMER NO: 7128835

CUSTOMER: Carol Truel, Esq
Holland & Knight
2600 North Military Trail
Suite 270
Boca Raton, FL 33431

CM

q/n

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -9 PM 4:00

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DOMESTIC AMENDMENT FILING

NAME: OCEAN POINT OF MIAMI, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

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RECEIVED

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

OF

OCEAN POINT OF MIAMI LTD.

AgS-1217
THIS AMENDED CERTIFICATE is made and entered into effective for all purposes and all respects the 1st day of June, 1998 by and among the undersigned parties.

W I T N E S S E T H :

The purpose of this Restatement is to reflect the transfer of a Limited Partnership interest by Fator Development Corp. to the Limited Partnership in redemption of all of its interest in the Limited Partnership. As a result of this transfer, the Limited Partnership shall consist of a single General Partner and one Limited Partner. In addition this Amendment reflects the sale of the General Partner interest in the Limited Partnership to Planinvest Inc.

1. The name of the Partnership is:

OCEAN POINT OF MIAMI LTD.

2. The business of the Partnership consists of (i) the acquisition of real properties and the ultimate sale of such properties; (ii) carrying on any and all activities related thereto; and (iii) any other lawful business.

3. The principal office and place of business shall be located at c/o Jacques Claudio Stivelman, Suite 2980, Two So. Biscayne Boulevard, Miami, Florida 33131, or such other place in Florida as the General Partner may from time to time deem advisable. The mailing address of the limited partnership is the same.

4. The names and addresses of each Partner as of the date of this Restatement is as follows:

General Partner: Planinvest Inc.
a Florida corporation
c/o Jacques Claudio Stivelman
Two So. Biscayne Boulevard
Suite 2980
Miami, Florida 33131

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with a copy to: Richard S. Lehman, Esq.
Suite 270
2600 N. Military Trail
Boca Raton, FL 33134

Limited Partner: Realinvest Development Corp.
a Florida corporation
c/o Jacques Claudio Stivelm
Two So. Biscayne Boulevard
Suite 2980
Miami, Florida 33131

with a copy to: Richard S. Lehman, Esq.
Suite 270
2600 N. Military Trail
Boca Raton, Florida 33131

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Any document executed by the General Partner in compliance with the terms of this Certificate, shall be conclusive evidence in favor of any person relying thereon or claiming thereunder that:

(i) At the time or times of the execution and/or delivery thereof, the Partnership was in full force and effect;

(ii) Such instrument or document was duly executed in accordance with the provisions of the Partnership Agreement; and

(iii) Such General Partner is duly authorized to execute and/or deliver said document for and on behalf of the Partnership.

5. The term of the Partnership commenced as of August 14, 1995 and shall continue until January 1, 2020, unless previously terminated in accordance with the provisions of this Agreement.

6. The amount of cash or property (at its agreed value), to be contributed to the capital of the Partnership by each Partner is as follows:

Planinvest Inc.	\$ 2,500
Realinvest Development Corp.	\$ 247,500

7. No Limited Partner (in its capacity as a Limited Partner), shall be required to make any additional capital contribution, or be personally liable for any losses, debts, obligations or liabilities of the Partnership; beyond the amount set forth opposite its name in paragraph 6 herein.

8. There is no right by the Limited Partner for a return of capital until the liquidation of the Partnership.

9. The share of profits to which each Partner shall be entitled is as follows:

	<u>Income Items</u>	<u>Capital Items</u>
Planinvest Inc.	1%	1%
Realinvest Development Corp.	99%	99%

10. The Limited Partner may assign its Limited Partnership interest including its right to receive a share of the profits or capital account.

11. There is no right to admit additional Limited Partners.

12. No Partner shall have priority over any other Partner with respect to contribution or capital accounts. However, partners shall receive a return of capital prior to any further distributions.

13. A substitute General Partner may continue the Partnership on the demise of a General Partner.

14. No Limited Partner shall have any right to demand and receive property, in lieu of cash, in return of his capital account.

15. The registered agent is Jacques Claudio Stivelman whose address is Suite 2980, Two So. Biscayne Boulevard, Miami, Florida 33431.

IN WITNESS WHEREOF, PLANINVEST INC. and REALINVEST DEVELOPMENT CORP. affix their signatures and seals as of the day and year first above written and swear to all of the foregoing.

PLANINVEST INC.
a Florida Corporation

By: 
Richard S. Lehman
Attorney-In-Fact

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TALLAHASSEE, FLORIDA

REALINVEST DEVELOPMENT CORP.
a Florida corporation

By: *Richard S. Lehman*

Richard S. Lehman
Attorney-In-Fact

State of Florida)
) ss
County of Dade)

The foregoing instrument was acknowledged before me this 1st day of June, 1998 by Richard S. Lehman. He is personally known to me and did not take an oath.

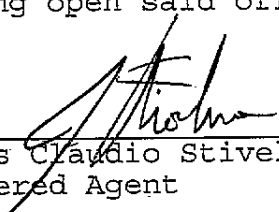
Carol Truel
Notary Public



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TALLAHASSEE, FLORIDA

Florida Registered Agent
Jacques Claudio Stivelman
Suite 2980
Two So. Biscayne Boulevard
Miami, FL 33131

Having been named Registered Agent for OCEAN POINT OF MIAMI LTD., at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



Jacques Claudio Stivelman
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA