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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 885944 7128835

AUTHORIZATION

*Patricia Pyjot*

COST LIMIT : \$ 105.00

ORDER DATE : July 9, 1998

ORDER TIME : 2:03 PM

ORDER NO. : 885944-005

CUSTOMER NO: 7128835

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

*qfn*

*CM*

FILED  
98 JUL -9 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002584620--5

DOMESTIC AMENDMENT FILING

NAME: OCEAN VIEW 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:

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98 JUL -9 PM 2:35  
DIVISION OF CORPORATION

995-1218

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

OF

OCEAN VIEW OF MIAMI LTD.

THIS AMENDED CERTIFICATE OF LIMITED PARTNERSHIP 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 :

WHEREAS, the parties hereto formed a Limited Partnership, known as OCEAN VIEW OF MIAMI LTD. (the "Partnership") that is being amended under and pursuant to the Uniform Limited Partnership Act (U.L.P.A.) and relevant laws of the State of Florida. The intention of this Amendment is to reflect the substitution of a new Limited Partner in place of Fator Development Corp. The new limited Partner is Oceanfront Development of Miami, Inc.

1. The name of the Partnership is:

OCEAN VIEW OF MIAMI LTD.

2. The business of the Partnership shall consist 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 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 is as follows:

General Partner: Ocean Enterprises Development Corp.  
a Florida corporation  
c/o Claudio Stivelman  
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, FL 33431

Limited Partners: Oceanfront Development of Miami, Inc.  
a Florida corporation  
c/o Claudio Stivelman  
Two So. Biscayne Boulevard  
Suite 2980

Miami, FL 33131

Realinvest Development Corp.  
a Florida corporation  
c/o Claudio Stivelman  
Two So. Biscayne Boulevard  
Suite 2980  
Miami, FL 33131

with a copy to: Richard S. Lehman, Esq.  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA

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 commences 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:

Oceanfront Enterprises Development Corp.	\$ 2,500
Oceanfront Development of Miami, Inc.	\$246,500
Realinvest Development Corp.	-0-

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 partners for a return of capital until the liquidation of the Partnership.

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

	<u>Income Items</u>	<u>Capital Items</u>
Ocean Enterprises Development Corp.	1%	1%
Oceanfront Development of Miami, Inc.	69.30%	99%
Realinvest Development Corp.	29.70%	0%

10. Each Limited Partner may assign its Limited Partnership interest including its right to receive a share of the profits or capital account; provided, however, the Assignee shall not become a substituted Limited Partner of the Partnership unless (i) the selling, withdrawing or retiring Limited Partner offers its interest for sale to the remaining Limited Partners and the remaining Partners do not exercise their option to purchase the interest of the selling, withdrawing or retiring Partner; (ii) the assigning Limited Partner so provides in the instrument of assignment that the assignee will abide by all of the rules of the Partnership. If all of such conditions are satisfied, the General Partner shall prepare (or cause to be prepared) for recordation an amendment to this certificate to be signed and acknowledge by the General Partner, the assigning Limited Partner and the Assignee.

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, partner 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 Biscayne Boulevard, Miami, FL 33132

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

IN WITNESS WHEREOF, OCEAN ENTERPRISES DEVELOPMENT CORP. FATOR  
DEVELOPMENT CORP. 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.

OCEAN ENTERPRISES DEVELOPMENT CORP.  
a Florida corporation

by: 

Print Name: RICHARD S. LEHMAN  
Attorney-In-Fact

OCEANFRONT DEVELOPMENT OF MIAMI, INC.  
a Florida corporation

by: 

Print Name: RICHARD S. LEHMAN  
Attorney-In-Fact

REALINVEST DEVELOPMENT CORP.  
a Florida corporation

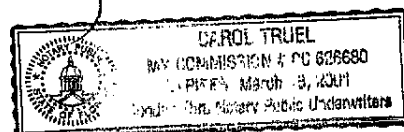
by: 

Print Name: RICHARD S. LEHMAN  
Attorney-In-Fact

State of Florida )  
                          ) ss  
County of Dade )

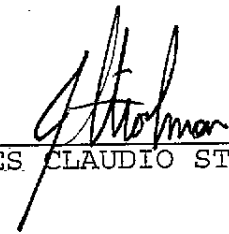
BEFORE ME, the undersigned authority, this day personally  
appeared RICHARD S. LEHMAN who is personally known to me did not  
take an oath.

  
Notary Public



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

Having been named Registered Agent for OCEAN VIEW 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

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TALLAHASSEE, FLORIDA