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Courtelis
Company

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 17, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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07/22/97-01081-011
*****122.50 *****122.50

Re: Merritt Square Marketplace Associates, Ltd.
Document No. A9500001398

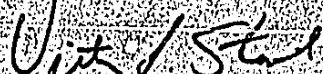
Ladies and Gentlemen:

With reference to the aforementioned Florida limited partnership, enclosed herewith are the following document and instrument relative to amending the certificate of limited partnership for said limited partnership, to wit:

1. Amendment to certificate of limited partnership of Merritt Square Marketplace Associates, Ltd., dated July 9, 1997, whereby Lancaster Devcorp, Inc., resigned as general partner of said limited partnership, and Newcastle Devcorp, Inc., is being substituted as the new general partner; and
2. The undersigned's escrow account check number 2121, made payable to the Florida Secretary of State, in the amount of \$105.00, which represents \$52.50 for the filing fee and \$52.50 for a certified copy of the amendment.

After the amendment has been filed, I would appreciate it if you would forward the certified copy to me.

Sincerely yours,



Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave, Suite 1400
Miami, Florida 33131-2822
Phone: (305) 379-8467
Fax Number: (305) 381-7873

| | |
|-------------------|----|
| Name | CM |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater | |
| Verifier | |
| Acknowledgement | |
| W. P. Verifier | |

FLORIDA DEPT OF STATE

**FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
MERRIT SQUARE MARKETPLACE ASSOCIATES, LTD.**

The undersigned parties, in accordance with Florida Statute Subsection 620.109(2)(a) and pursuant to the Certificate of Limited Partnership of Merritt Square Marketplace Associates, Ltd., dated September 14, 1995, and filed with the Florida Department of State on September 18, 1995 (hereinafter referred to as the "Certificate"), hereby amend the aforesaid Certificate as follows, to wit:

1. Paragraph 4 of the Certificate which sets forth the name and address of the general partner in Merritt Square Marketplace Associates, Ltd., is hereby amended to read as follows, to wit:

General Partner: **Newcaster Devcorp, Inc.** P
701 Brickell Avenue
Suite 1400
Miami, Florida 33131-2822

2. This amendment shall be effective as of August 1, 1997.

3. Except as modified herein, the parties hereto acknowledge that the Certificate shall remain and continue in full force and effect and is hereby ratified and confirmed.

IN WITNESS THEREOF, the Resigning General Partner and the Substituted General Partner have executed this First Amendment to the Certificate of General Partnership this 9th day of July, 1997.

RESIGNING GENERAL PARTNER:

**LANCASTER DEVCORP, INC., a Florida
corporation**

By:

W. Douglas Pitts
President

SUBSTITUTED GENERAL PARTNER:

**NEWCASTER DEVCORP, INC., a
Florida corporation**

Rv.

W. Douglas Pitts
President

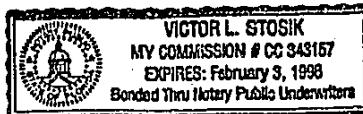
Square Marketplace Associates, Ltd., known to me to be the individual described herein and did certify and swear to me that he executed freely and voluntarily the foregoing Amendment for the purposes therein expressed and in his capacity therein stated, on behalf of the corporation. He is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9-14 day of July, 1997.

Victor L. Stosik
Notary Public, State of Florida
FILED
9-14-97
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)



BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, as President of Newcastle Devcorp, Inc., a Florida corporation, substituted general partner of Merritt Square Marketplace Associates, Ltd., known to me to be the individual described herein and did certify and swear to me that he executed freely and voluntarily the foregoing Amendment for the purposes therein expressed and in his capacity therein stated, on behalf of the corporation. He is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9-14 day of July, 1997.

Victor L. Stosik
Notary Public, State of Florida

My Commission Expires:

