

A95000001398



Courtis  
Company

FILED  
97 JUL 22 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 17, 1997

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

900002243939--3  
-07/22/97-01081--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Merritt Square Marketplace Associates, Ltd.  
Document No. A95000001398

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 Newcaster 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*

Victor L. Stosik  
General Counsel

VLS/cem  
Enclosures

701 Brickell Ave., Suite 1400  
Miami, Florida 33131-2822  
Phone: (305) 379-8467  
Fax Number: (305) 381-7875

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

(LTSDEPTOST.2)

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

95-1398

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. 946-2  
701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131-2822

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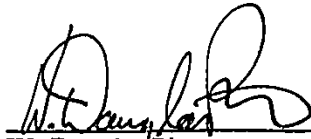
2. This amendment shall be effective as of August 1, 1997.

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.

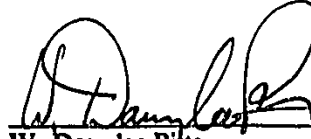
**RESIGNING GENERAL PARTNER:**

LANCASTER DEVCORP, INC., a Florida corporation

By:   
W. Douglas Pitts  
President

**SUBSTITUTED GENERAL PARTNER:**

NEWCASTER DEVCORP, INC., a Florida corporation

By:   
W. Douglas Pitts  
President

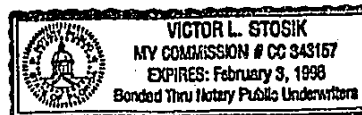
Square Marketplace Associates, Ltd., known to me to be the individual described herein and did certify and swear to me that he executed freely and voluntarily the foregoing Amendment for the purposes therein expressed and in his capacity therein stated, on behalf of the corporation. He is personally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

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9<sup>th</sup> day of July, 1997.

Victor L. Stosik  
Notary Public, State of Florida

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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 Newcaster 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<sup>th</sup> day of July, 1997.

Victor L. Stosik  
Notary Public, State of Florida

My Commission Expires:

