

A95000001470

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

A95 - 1470

(Document Number)

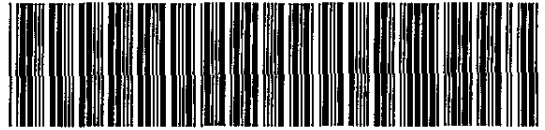
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

3/29

FLLP
amend

Office Use Only



000068939860

Received by the State of Florida

RECEIVED

APR 10 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Frenchman's MARINA Resort, Ltd
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

William E Taylor
(Contact Person)
Seven Kings Management, Inc
(Firm/Company)
630 Maplewood Dr #100
(Address)
Jupiter, FL 33458
(City, State and Zip Code)

For further information concerning this matter, please call:

William Taylor at (561) 625-9443
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☒ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Frenchman's Marina Resort, Ltd.

(Insert name currently on file with Florida Department of State) A95000001470

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on Sept 29, 1995, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)

Reallocation of Partnership Interests, Admission of
new partners, Retirement of General Partner,
Appointment of Successor General Partner.

SECOND: Effective date, if other than the date of filing: February 28, 2006

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

Signature(s) of new or dissociating general partner(s), if any

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

\$ 113.75

Raymond E. Graziotto
President & C.O.O.
Frenchman's Marina, Inc
General Partner

WHEREAS FRC will continue as a partner with its interest converted, pursuant to the provisions of Section 10.01(c) of the Amended and Restated Partnership Agreement to that of a limited partner.

NOW THEREFORE, the restructured partnership interests, effective March 1, 2006 are as follows:

Frenchman's Marina, Inc.	1.000%	General Partner
Raymond E. Graziotto	49.455%	Limited Partner
John C. Solomon, II	43.545%	Limited Partner
Elizabeth A. Solomon	5.000%	Limited Partner
Frenchman's Resort Corp.	<u>1.000%</u>	Limited Partner
Total	<u>100.000%</u>	

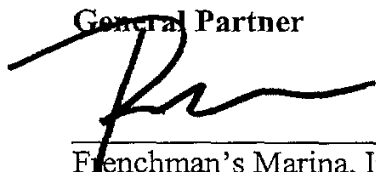
Notice for the new partners will be as follows:

Frenchman's Marina, Inc.
C/o 630 Maplewood Drive, #100
Jupiter, FL 33458

Elizabeth A. Solomon
3176 Casseekey Island Road
Jupiter, FL 33477

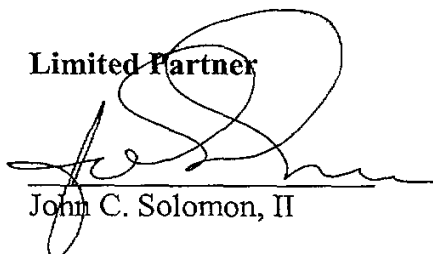
In recognition and to evidence authorization of these changes, the Partners have hereafter affixed their signatures consenting to them. All other terms and conditions of the Amended and Restated Agreement of Limited Partnership, dated January 6, 2006 shall remain in full force and effect.

General Partner



Frenchman's Marina, Inc.
By: Raymond E. Graziotto
President & C.O.O.

Limited Partner



John C. Solomon, II

Limited Partner




Raymond E. Graziotto

Limited Partner



Frenchman Resort, Corp.
By: Raymond E. Graziotto
President & C.O.O.

Limited Partner



Elizabeth A. Solomon

This first amendment to the Amended and Restated Agreement of Limited Partnership ("Agreement"), dated January 6, 2006 by and among Frenchman's Resort Corporation, a Florida corporation ("FRC"), John C. Solomon, II ("JCSolomon") and Raymond E. Graziotto ("Graziotto"), such execution to evidence the mutual agreement of the parties to modify that Agreement, for the purposes and upon the terms and conditions hereinafter set forth.

WITNESSETH:

WHEREAS on January 6, 2006 the Limited Partnership interests of Marina Land Corporation were acquired by Graziotto and JCSolomon such that following that transaction the interests were held as follows;

Frenchman's Resort Corporation	1.000%
Raymond E. Graziotto	49.955%
John C Solomon, II	49.045%

and

WHEREAS on March 1, 2006, JCSolomon applied to transfer 5.000% of his 49.045% limited partner interest to his spouse Elizabeth A. Solomon ("EASolomon"); and

WHEREAS on that same March 1, 2006 Graziotto and JCSolomon agreed to each transfer a 0.500% limited partner interest to their jointly owned Frenchman's Marina, Inc. ("FMI") a Florida corporation registered under subchapter S of the Internal Revenue Code; and

WHEREAS on that same March 1, 2006 Frenchman's Resort Corp. tendered its resignation to serve as the Partnership's General Partner and Frenchman's Marina, Inc. was elected to serve as the Partnership's successor General Partner, pursuant to Section 5 of the Amended and Restated Partnership Agreement, without any break that might otherwise trigger an event of Termination or Dissolution to the Partnership; and