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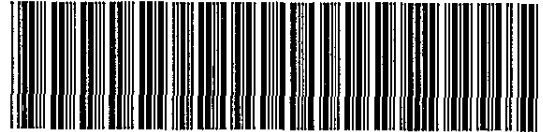
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Acknowledgement

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W. P. Verifier

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02/04/03--01099--002 **61.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB -4 PM 12:06

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PHILIP TATICH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 7540
MAITLAND, FLORIDA 32704-7540

January 31, 2003

TELEPHONE (407) 629-4433
FACSIMILE (407) 629-4455

341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

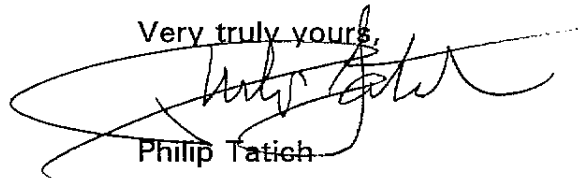
Re: *Alliance Michigan Commerce Center III, Ltd.*

Ladies/Gentlemen:

Enclosed is the original and one (1) copy of the *Second Amended and Restated Certificate of Limited Partnership* being filed on behalf of the referenced Partnership, together with our check in the amount of \$61.25 to cover the filing fee with respect to the enclosure (\$52.50) and a *Certificate of Status* with respect to the Partnership (\$8.75).

Please return a date stamped copy of the enclosure and the *Certificate of Status* to the undersigned.

Very truly yours,



Philip Tatich

PT:wyd

Enclosures

cc: Howard A. Schieferdecker

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03 FEB -4 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP**

THIS SECOND AMENDED AND RESTATED CERTIFICATE OF AMENDMENT is filed for the purpose of further amending the *Certificate of Limited Partnership* of **ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.** as originally filed with the State of Florida Department of State on June 27, 1996, and thereafter amended by that certain *Amended and Restated Certificate of Limited Partnership* filed with the State of Florida Department of State on June 8, 1999

1. **NAME OF PARTNERSHIP** - The name of the Partnership shall be ***ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.***

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS** - The principal place of business of the Partnership shall be located at 1605 King Arthur Circle, Maitland, Florida 32751, or such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS**

PHILIP TATICH
341 North Maitland Avenue, Suite 340
Maitland, Florida 32751

4. **NAME AND ADDRESS OF THE GENERAL PARTNER**

SDP INVESTMENTS, INC.
1605 King Arthur Circle
Maitland, Florida 32751

5. **MAILING ADDRESS OF THE PARTNERSHIP**

1605 King Arthur Circle
Maitland, Florida 32751

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events:

- (a) the determination by the General Partner, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in Section 8.1 of the Partnership Agreement;
- (c) the disposition of all or substantially all of the Partnership assets; and
- (d) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

DATED this 31st day of January, 2003.

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the undersigned, after first being duly sworn, deposes and says that the total capital contributions of the Limited Partners of **ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.** shall be \$306,500.00. No Limited Partner shall at any time be required to make any capital contribution to the Partnership in excess of the pro rata share of the aforesaid aggregate contributions of \$306,500.00 attributable to the interest of such Limited Partner.

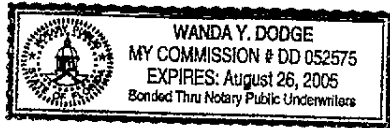
SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing *Certificate of Limited Partnership* was acknowledged before me this 31st day of January, 2003, by *HOWARD A. SCHIEFERDECKER*, as President of *SDP INVESTMENTS, INC.*, who is personally known to me.

Wanda Y. Dodge
NOTARY PUBLIC, State of Florida



ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his designation as Registered Agent for ***ALLIANCE MICHIGAN COMMERCE CENTER III, LTD.*** and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act.

Philip Tatich
Philip Tatich
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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