

A96000002168

Greenberg

Requestor's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

Office Use Only

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 27 PM 12:35
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tropical Isle II, Ltd. A96-2168
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Walk in ☒ Pick up time call me ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

* Date stamped
copy please

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DIVISION OF CORPORATION

13/K
3/27/98

Examiner's Initials

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TROPICAL ISLE II, LTD.**

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Pursuant to the provisions of section 620.109, Florida Statutes, Tropical Isle II, Ltd., a Florida Limited Partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on November 25, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: For the purposes of admitting a new general partner and allowing the existing general partners to withdraw from the partnership; changing the registered office and registered agent of the Partnership; and changing the Partnership address, amendment has been made to numbers 2, 3 and 4:

2. Registered Office Agent

(a) **Previous Registered Office and Agent** The previous registered office of the Partnership in the State of Florida was 111 North Orange Avenue, Florida 32801. The previous registered agent was Michael J. Sullivan, Esq. at the above address.

(b) **New Registered Office and Agent** The new registered office of the Partnership in the State of Florida is c/o The CED Construction Companies, 1551 Sandspur Road, Maitland, Florida 32751. The name of the new registered agent is Dean C. Price, II, Esq., at the above address. The change of registered office and registered agent was authorized by the General Partners of the Partnership.

3. General Partners

(a) **New General Partner** The name and address of the new general partner of the Partnership is:

CED Tropical Isle, Inc.,
c/o The CED Construction Companies
1551 Sandspur Road
Maitland, Florida 32751

(b) **Withdrawal of General Partners** Noble-Kidd Corporation and API Investments withdraw as general partners of the Partnership.

4. **Partnership Address** The office and mailing address of the Partnership is c/o The CED Construction Companies, 1551 Sandspur Road, Maitland, Florida 32751.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures:

Signature of new general partner:

CED TROPICAL ISLE, INC., a Florida corporation

By: [Signature]
Name: L. P. SPASS
Title: V. P.

Signatures of withdrawing general partners:

NOBLE-KIDD CORPORATION, a Florida corporation

By: R. Edward Noble
Name: R. EDWARD NOBLE
Title: PRES

API INVESTMENTS, INC., an Iowa corporation

By: [Signature]
Name: Roger W. Langpaul
Title: Vice President

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

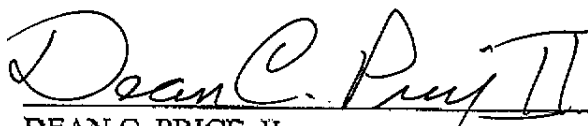
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

TROPICAL ISLE II, LTD., organized as a limited partnership under the laws of the State of Florida, with its new registered office at c/o The CED Construction Companies, 1551 Sandspur Road, Maitland, Florida 32751, has named Dean C. Price, II, Esq., located at the above-registered office, as its new Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

REGISTERED AGENT:


DEAN C. PRICE, II

Dated: March 26, 1998

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