

A960000002173

TODD A. SHERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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****210.00 ****113.75

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

1. ACP-Tampa Bay Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3:00
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -2 PM 1:40

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 checked="" 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

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1/2/96

Examiner's Initials

BK

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

OF

ACP-TAMPA BAY, LIMITED PARTNERSHIP

This Certificate of Limited Partnership of ACP-Tampa Bay, Limited Partnership, filed November 26, 1996, under Document No. A96000002173, is hereby amended by (i) deleting the last sentence of Article VII Purpose, (ii) adding a limitation as to amendments that can be made to this Certificate as contained in Article VIII, and (iii) restating the Certificate of Limited Partnership in its entirety as follows:

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), does hereby certify as follows:

I. Name

The name of the limited partnership is ACP-TAMPA BAY, LIMITED PARTNERSHIP.

II. Records of the Partnership

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

1035 South Semoran
Suite 1007
Winter Park, Florida 32792

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue Suite 3000
Miami, Florida 33131

IV. General Partner

The name and business address of the general partner of the partnership is as follows:

ACP-TAMPA BAY, INC.
1035 South Semoran
Suite 1007
Winter Park, Florida 32792

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V. Mailing Address

The mailing address of the partnership is as follows:

701 Brickell Avenue Suite 3000
Miami, Florida 33131

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VI. Dissolution

The latest date on which the partnership is to dissolve is November 30, 2040.

VII. Purpose.

The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, operate, finance, refinance, own, improve, renovate, develop, maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber, and dispose of the six office buildings in the office park known as Tampa Bay Park on the property located along the northeast corner of North Hines Avenue and West Dr. Martin Luther King, Jr. Boulevard in Tampa, Hillsborough County, Florida ("Property"); and (ii) to engage in all such other lawful activities as are reasonably incidental to the purpose and business of the Partnership set forth in this Section. Subject to Section 10.14 of the Limited Partnership Agreement (as defined below) except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity.

VIII. Amendments to Certificate of Limited Partnership
and Limited Partnership Agreement

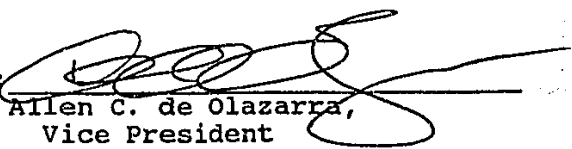
Neither this Certificate of Limited Partnership, as amended pursuant to this Amended and Restated Certificate of Limited Partnership, nor the Limited Partnership Agreement of ACP-Tampa Bay, Limited Partnership dated as of November 26, 1996, as amended, pursuant to that Amendment of Limited Partnership Agreement of ACP-Tampa Bay, Limited Partnership dated as of December 27, 1996 (as amended, the "Limited Partnership Agreement"), shall be amended, modified, supplemented, revoked, cancelled or annulled without the prior written consent of ALI Inc. as long as any obligations remain outstanding under the Loan Documents (as defined in that certain Loan Agreement among, other parties, ACP-Tampa Bay, Limited Partnership and ALI Inc. dated December 27, 1996.

WHEREFORE, the undersigned, the General Partner of the Partnership, has duly executed this Amended and Restated Certificate of Limited Partnership on the 27th day of December 1996.

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ACP-TAMPA BAY, INC.,
a Florida corporation

By:


Allen C. de Olazarra,
Vice President

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