

# A97000000699

Law Offices of  
HARNETT AND SLAY

Jack A. Harnett  
16 East Washington Street  
Post Office Box 300  
Quincy, Florida 32353  
Telephone (950) 627-7647  
Fax (850) 627-7000

Joann Grimes Slay  
760 Sorrento Drive  
Weston, Florida 33327  
Telephone (954) 385-9120  
Fax (954) 385-9958

October 31, 1997

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

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-11/03/97--01160--001  
\*\*\*\*105.00 \*\*\*\*105.00

Dear Sir or Madam:

RE: Kelco Apalachee Associates II, Ltd.

Enclosed for filing is an Amended and Restated Certificate of Limited Partnership for the above named partnership, together with a copy for certifying and returning to me.

Also enclosed is Kelco's check for \$105 for filing fee and certifying fee.

Thank you for your prompt attention to this matter.

Sincerely,

*Joann G. Slay*  
Joann G. Slay

enc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 17 PM 2:13

A97-699

Name	Joann G. Slay
Availability	11-17
Document Examiner	Joann G. Slay
Updater	Joann G. Slay
Updater Verifier	Joann G. Slay
Acknowledgment	Joann G. Slay
W. P. Verifier	Joann G. Slay



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 4, 1997

JOANN G. SLAY  
HARNETT AND SLAY  
760 SORRENTO DRIVE  
WESTON, FL 33327

SUBJECT: KELCO APALACHEE ASSOCIATES II, LTD.  
Ref. Number: A97000000699

We have received your document for KELCO APALACHEE ASSOCIATES II, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on March 26, 1997. Please amend your document accordingly.

The document must state that it was duly executed and is being filed in accordance with section 620.109, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 397A00053364

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HARNETT AND SLAY**

**Jack A. Harnett**  
16 East Washington Street  
Post Office Box 300  
Quincy, Florida 32353  
Telephone (950) 627-7647  
Fax (850) 627-7000

**Joann Grimes Slay**  
760 Sorrento Drive  
Weston, Florida 33327  
Telephone (954) 385-9120  
Fax (954) 385-9958

November 12, 1997

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

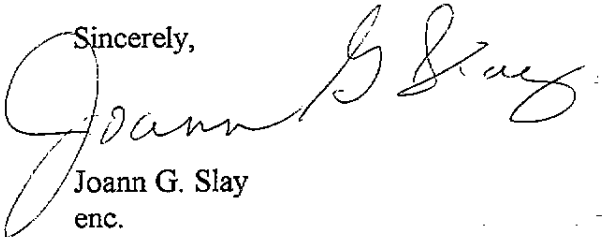
ATTENTION: Tammi Cline

SUBJECT: KELCO APALACHEE ASSOCIATES II, LTD.  
Ref. Number: A97000000699

Enclosed for filing is the Amended and Restated Certificate of Limited Partnership of the above named, with the corrections required by your letter of November 4, 1997.

Thank you for your assistance in this matter.

Sincerely,

  
Joann G. Slay  
enc.

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**AMENDED AND RESTATED CERTIFICATE**  
**OF LIMITED PARTNERSHIP OF**  
**KELCO APALACHEE ASSOCIATES II, LTD.**

The original Certificate of Limited Partnership of Kelco Apalachee Associates II, Ltd. was filed with the Florida Secretary of State on March 26, 1997.

This Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

The original Certificate of Limited Partnership of Limited Partnership is hereby amended as follows:

(a) Kelco Tallahassee Hotels, Inc., a Florida Corporation, has been admitted as General Partner;

(b) Kelco Partners, Ltd., a Florida Limited Partnership, has withdrawn as General Partner,

All of the above actions are permitted and have been carried out as specified in the Partnership Agreement of this Partnership.

Therefore, the Certificate of Limited Partnership of Kelco Apalachee Associates II, Ltd. is restated as follows:

ARTICLE I - The name of this Limited Partnership is Kelco Apalachee Associates II, Ltd.

ARTICLE II - This Limited Partnership is organized for the purpose of purchasing, holding, developing, operating, owning and selling real estate, and for transacting any and all lawful business.

ARTICLE III - Street address and mailing address of the principal office of this Limited Partnership is 8390 N. W. 53rd Street, Suite 312, Miami, Florida 33166, and the name of the initial registered agent of the Limited Partnership at that address is Kelly Spillet Slay.

ARTICLE IV - The name of the General Partner of this Limited Partnership is Kelco Tallahassee Hotels, Inc., a Florida Corporation, 8390 N. W. 53rd Street, Suite 312, Miami, Florida 33166.

ARTICLE V - The term of this Limited Partnership is thirty (30) years, which commenced on the filing of the original Certificate of Limited Partnership on March 26, 1997, and shall terminate thirty (30) years thereafter.

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Under penalty of perjury, the undersigned withdrawing General Partner, and the newly admitted General Partner, duly executed this Amendment and Restatement this 12<sup>th</sup> day of November, 1997, certifying that the facts contained herein are true.

KELCO PARTNERS, LTD.

Withdrawn General Partner

By: [Signature]  
KELLEY D. SLAY, General Partner

KELCO TALLAHASSEE HOTELS, INC.

Newly Admitted Partner

By: [Signature]  
KELLEY D. SLAY, President

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