

A97000000883
**WILTON
PARTNERS**

July 8, 1997

Via Federal Express

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Limited Partnership Section
409 E. Gaines Street
Tallahassee, FL 32399

800002234238--2
-07/09/97--01110--001
****105.00 ****105.00

Re: Certificate of Amendment to Certificate of Limited Partnership
Of Wilton Partners Lakeland, Ltd.,
A Florida limited partnership

Ladies and Gentlemen:

We herewith enclose one (1) original Certificate of Amendment to Certificate of Limited Partnership and one (1) copy of the Certificate of Amendment together with our check the amount of \$105.00 representing the \$52.50 filing fee for the amendment and the \$52.50 fee for the return to us of one certified copy of the Certificate of Amendment. Further, enclosed is a pre-addressed Federal Express Airbill and overnight envelope for the return of the certified copy of the Certificate of Amendment as soon as possible.

Should there be any questions in regard to this matter, please contact the undersigned.
Thank you for your attention to this request.

Sincerely,

CM

WILTON PARTNERS

Patti Zimmerman
Patti Zimmerman
Legal Assistant
/pz

Enclosures

REAL ESTATE DEVELOPMENT
11022 Santa Monica Blvd., Suite 450
Los Angeles, California 90025
310.444.6377 • Fax 310.444.6378

FILED
97 JUL 15 PM 2:20
SECRETARY OF
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1997

PATTI ZIMMERMAN
WILTON PARTNERS
11022 SANTA MONICA BLVD., SUITE 450
LOS ANGELES, CA 90025

SUBJECT: WILTON PARTNERS LAKELAND, LTD.
Ref. Number: W97000016072

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WILTON PARTNERS LAKELAND, 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):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 097A00035782

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

WILTON PARTNERS LAKELAND, LTD.

(Insert name currently on file with Florida Dept. of State)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on April 21, 1997 adopts the following certificate of amendment to its certificate of limited partnership.

F97-3680

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 8. of the Certificate of Limited Partnership is hereby amended to delete Jay H. Wilton as General Partner and to substitute Wilton Lakeland G.P. Corp., a Delaware Corporation as the new General Partner of Wilton Partners Lakeland, Ltd., a Florida limited partnership, whose address is 11022 Santa Monica Blvd., #450, Los Angeles, CA 90025

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

THIRD: Signature(s)

Signature of current general partner:

Jay H. Wilton

Signature(s) of new general partner(s), if applicable:

WILTON LAKELAND G.P. CORP., a Delaware corporation

By: Jay H. Wilton, President