



THE UNITED STATES
CORPORATION
COMPANY

A97000001042

ACCOUNT NO. : 072100000032

REFERENCE : 452689. 81404A

AUTHORIZATION :

COST LIMIT : \$ 52.50

ORDER DATE : July 7, 1997

ORDER TIME : 2:32 PM

ORDER NO. : 452689-010

CUSTOMER NO: 81404A

700002233227---7

CUSTOMER: Frederic T. Dehon, Esq
Mathison & Mathison
Suite 211
5606 Pga Boulevard
Palm Beach Gdns, FL 33418

DOMESTIC AMENDMENT FILING

NAME: BALLANTRAE II, LTD.

EFFECTIVE DATE: FILE SECOND

XX AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: B/K

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 8:38

RECEIVED
97 JUL -8 PM 4:13
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 10:38

7/8/97

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BALLANTRAE II, LTD.**

FILED
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DIVISION OF CORPORATIONS
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The name of this Florida limited partnership, pursuant to the Certificate filed with the Secretary of State of Florida on May 9, 1997, is BALLANTRAE II, LTD. The General Partners hereby file and make this Amended and Restated Certificate as of the date of filing hereof with the Secretary of State of Florida:

1. The name of the Partnership is BALLANTRAE II, LTD.
2. The address of the Partnership's office is c/o Stephen S. Mathison, Esq., 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418.
3. The name and address of the agent for service of process is Stephen S. Mathison, Esquire, 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418.
4. Ballantrae I, Inc., is hereby withdrawn as general partner.
5. The name and business address of the new general partner admitted hereby is as follows:

COMMONWEALTH REALTY ADVISORS, INC.,
a Pennsylvania corporation authorized
to do business in the State of Florida
c/o Stephen S. Mathison, Esq.
5606 PGA Boulevard, Suite 211
Palm Beach Gardens, Florida 33418
Phone (561) 624-2001

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\$9700

5. A mailing address for the Limited Partnership is:

c/o Stephen S. Mathison, Esq.
5606 PGA Boulevard, Suite 211
Palm Beach Gardens, Florida 33418
Phone (561) 624-2001
6. The Limited Partnership was formed as of the date of filing of the original Certificate, May 9, 1997. This Amended and Restated Certificate shall be effective on the date of filing hereof.
7. The latest date upon which the Limited Partnership is to dissolve is May 1, 2037.

This Amended and Restated Certificate of Limited Partnership of Ballantrae II, Ltd., has been executed on the 3rd day of July,

1997. By such execution, the general partners whose signatures are set forth below hereby affirm, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNERS:

BALLANTRAE I, INC., a Florida corporation

By: 

E. F. HANSEN, JR., President

COMMONWEALTH REALTY ADVISORS, INC., a Pennsylvania corporation authorized to do business in the State of Florida

By: 

E. F. HANSEN, JR., President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Ballantrae II, Ltd., a Florida Limited Partnership (the "Partnership"), in the foregoing Amended and Restated Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


Stephen S. Mathison, Registered Agent

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AFFIDAVIT

STATE OF FLORIDA

SS.

COUNTY OF PALM BEACH

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take oaths, personally appeared E. F. HANSEN, JR., and after being duly sworn he deposed on oath and stated as follows:

1. My name is E. F. Hansen, Jr. I am the President of Commonwealth Realty Advisors, Inc., a Pennsylvania corporation. I have personal knowledge of the facts herein.

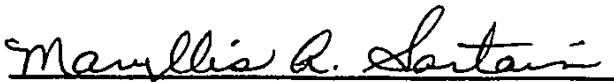
2. The Contribution of the initial limited partner of Ballantrae II, Ltd. is One Hundred Dollars (\$100.00).

3. The total amount anticipated to be contributed by the limited partners of Ballantrae II, Ltd. is One Hundred Dollars (\$100.00).


E. F. HANSEN, JR.

SWORN TO AND SUBSCRIBED before me by E. F. HANSEN, JR., ☒ known to me to be the aforesaid individual or ☐ identified to me by _____, this 3rd day of June, 1997.

MS JULY


Notary Public, State of Florida
My commission expires:
My commission number:



MARYLLIS A. SARTAIN
My Comm Exp. 2/16/2001
Bonded By Service Inc
No. CC621994
[] Personally Known [] Other I.D.

(Notary Seal)

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MATHISON & MATHISON

ATTORNEYS AT LAW
5606 PGA BOULEVARD, SUITE 211, PALM BEACH GARDENS, FLORIDA 33418, TEL.: (561) 634-2001