

**A97000001539**

*Joanne Miller*

Requester's Name

*200 E. Broward Blvd., Suite 2000*

Address

*Ft. Lauderdale, Fl. 33301*

City/State/Zip

Phone #

000004698680--8

-11/29/01-01062--004

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29 PM 5:00

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*A97-1539*  
*AK*

Examiner's Initials

# SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW  
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

FIRST UNION CENTER  
SUITE 2000  
200 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301  
TELEPHONE (954) 524-5505  
FACSIMILE (954) 524-5506

November 28, 2001

Via Federal Express

Department of State  
Divisions of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Amendments to Ocoee Properties Limited Partnership and Ocoee Development, Inc.  
and CJM-Tallahassee, L.L.C. and CJM-Tallahassee, Inc.

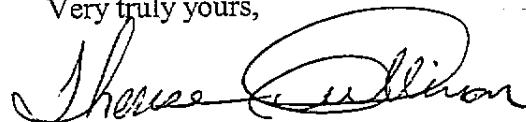
Dear Madam/Sir:

Enclosed are the following documents and our firm's checks to file the following:

1. Articles of Amend. to Articles of Inc. - Ocoee Development, Inc. - Check #150504 in the amount of \$35.00.
2. Amend. to Agreement of Limited Partnership - Ocoee Properties Limited Partnership - Check #150503 in the amount of \$52.50
3. Articles of Amend. to Articles of Organization - CJM Tallahassee, L.L.C. - Check #150506 in the amount of \$25.00.
4. Articles of Amend. to Articles of Incorporation - CJM-Tallahassee, Inc. - Check #150505 in the amount of \$35.00.

If you have any questions, please call me at (954) 847-3847.

Very truly yours,



Therese Cullinan, Assistant to  
DONNA E. MILLER

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NOV 29 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\tc

Enclosures

cc: Mr. Chuck Miller (via facsimile w/out encls.)  
Marshall J. Emas, Esq. (w/out encls.)

**AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
OCOEE PROPERTIES LIMITED PARTNERSHIP  
A FLORIDA LIMITED PARTNERSHIP  
Document No. A97000001539**

The Limited Partnership and General Partner hereby adopts the following amendments:

**FIRST:** Section 1.02 Name, Principal Place of Business and Agent for Service of Process is hereby amended by changing its office and principal place of business address to 1133 West Long Lake Road, Suite 202, Bloomfield Hills, Michigan 48302.

Section 9.01(b) Dissolving Events is hereby amended to delete all references to "Lender".

Section 12.03 Amendment is hereby deleted in its entirety and replaced by the following:

This Agreement may be amended by the General Partner, except that the General Partner may not amend this Agreement to alter the right of any Limited Partner to receive compensation, return of capital, allocations, and distributions, without the consent of the Limited Partner.

12.07 Single Purpose Entity is hereby amended to delete the following:

For such purposes, the term "Operative Agreements" shall have the meaning as referenced in the Project Loan Agreement.

The following provisions of Exhibit B are hereby **revised** as follows:

Purpose. Such entity was organized solely for the purposes provided in the Agreement of Limited Partnership.

No Other Business. Such entity has not and will not engage in any business unrelated to the transactions contemplated by the Agreement of Limited Partnership.

No Other Assets. Such entity has not and will not have any assets other than those related to the assets necessary for the completion of the transactions contemplated by the Agreement of Limited Partnership.

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TALLAHASSEE, FLORIDA

Exhibit B is hereby amended to **delete** the following:

Independent Director. If such entity is a corporation, the corporation has at least one independent director.

Unanimous Consent. Such entity has not caused or allowed or will not cause or allow the board of directors or such entity to take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless an independent director shall have participated in such vote.

No Other Indebtedness. Such entity has no indebtedness other than the indebtedness permitted by the Operative Agreements.

Guarantees. Such entity has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Operative Agreements.

Pledges. Such entity has not and will not pledge its assets for the benefit of any other person or entity other than as provided in the Operative Agreements.


Loans. Such entity has not and will not make loans to any person or entity except as provided in the Operative Agreements.

**SECOND:** The date of each amendment's adoption: November 12, 2001

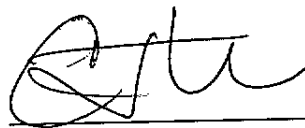
GENERAL PARTNER:

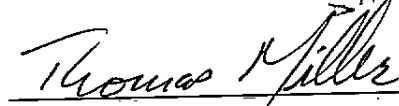
OCOEE DEVELOPMENT, INC.,  
a Florida corporation

By:

  
Charles J. Miller, President

LIMITED PARTNERS:

  
Charles J. Miller

  
Thomas Miller

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01 NOV 29 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA