

A97000001862

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LIMITED PARTNERSHIP AMENDMENT

MERIDIAN COMMERCIAL PROPERTIES LIMITED PARTNERSHIP

A97-1862

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MERIDIAN COMMERCIAL PROPERTIES LIMITED PARTNERSHIP**

The Certificate of Limited Partnership of Meridian Commercial Properties Limited Partnership, a Florida limited partnership ("Partnership"), filed with the Department of State on August 28, 1997, Charter No. A97000001862, is hereby amended by adding the following:

8. Single Purpose Entity Provisions. Notwithstanding anything to the contrary in the Certificate of Limited Partnership, the Partnership's Limited Partnership Agreement ("Agreement"), and any provision of law that otherwise so empowers the Partnership, so long as the Loan (as hereinafter defined) is outstanding, the Partnership shall not undertake any of the following actions:
- a. The Partnership shall not own any asset other than the Property (as defined in the Agreement).
 - b. The Partnership shall not engage, in any business other than those necessary for the ownership, management or operation of the Property, and any business transactions with General Partner, or an Affiliate (as defined in the Agreement) of the Partnership or an Affiliate of the General Partner of the Partnership shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an Affiliate of the Partnership or the General Partner or an Affiliate of the General Partner.

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c. For so long as the loan from L.J. Melody & Company, its successors and/or assigns, including Salomon Brothers Realty Corp. of New York, its successors and/or assigns, to the Partnership in an amount of up to \$11,400,000.00 (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, the Partnership shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan.

d. The Partnership shall not make any loans or advances to any third party, including any Affiliate of the Partnership or the General Partner or an Affiliate of the General Partner or the Partnership.

e. The Partnership shall conduct and operate its business as presently conducted and operated.

f. The Partnership shall maintain books and records and bank accounts separate from those of its Affiliates, including its General Partner.

g. The Partnership shall be, and at all times shall hold itself out to the public as a legal entity separate and distinct from any other entity, including any Affiliate thereof, the General Partner, and any Affiliate of the General Partner.

h. The Partnership shall file its own tax returns.

i. The Partnership shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

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j. For so long as the Loan remains outstanding, the Partnership shall not seek or consent to the dissolution or winding up, in whole or in part, of the Partnership.

k. The Partnership shall not commingle the funds and other assets of the Partnership with those of the General Partner, any Affiliate of the General Partner, or any other person.

l. As long as the Loan remains outstanding the Partnership shall not amend the foregoing provisions of the Certificate of Limited Partnership without the prior written consent of the lender under the Loan at the time that such amendment is sought.

IN WITNESS WHEREOF, the undersigned, being the General Partner of the Partnership, has duly executed this Amended Certificate of Limited Partnership of Meridian Commercial Properties Limited Partnership, this 22 day of July, 1999, for filing in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

This Amended Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

HSGS, INC., a Florida corporation

By: 

Robert Sosnick, President

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