

A97000002079

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILED  
2002 JUL -8 PM 2:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT:

Cindy

DATE:

7-8-02

REF. #:

0174. 7647

CORP. NAME:

Theatre Associates II, LLC

000006253760--0

-07/08/02--01040--017

\*\*\*\*105.00 \*\*\*\*105.00

( ) ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT

( ) TRADEMARK/SERVICE MARK

( ) FICTITIOUS NAME

( ) FOREIGN QUALIFICATION

( ) LIMITED PARTNERSHIP

( ) LIMITED LIABILITY

( ) REINSTATEMENT

( ) MERGER

( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION ( ) UCC-1

( ) UCC-3

( ) OTHER:

02 JUL -8 AM 11:41

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 502670 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY

( ) CERTIFICATE OF GOOD STANDING

( ) PLAIN STAMPED COPY

( ) CERTIFICATE OF STATUS

Examiner's Initials

J. BRYAN JUL - 8 2002

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP

THEATRE ASSOCIATES II, LTD.,  
a Florida limited partnership

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TALLAHASSEE, FLORIDA

Pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, the undersigned, constituting the General Partner of THEATRE ASSOCIATES II, LTD., a Florida limited partnership ("Partnership"), whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on September 25, 1997, as amended, hereby amends and restates said Certificate of Limited Partnership, of said Partnership, to wit:

1. The name of the Partnership is:  
  
THEATRE ASSOCIATES II, LTD.
2. The mailing address of the Partnership is:  
  
1991 Main Street, #183  
Sarasota, Florida 34236
3. The principal office address of the Partnership is:  
  
240 S. Pineapple Avenue, 10<sup>th</sup> Floor  
Sarasota, Florida 34236
4. The name and registered address of the registered agent of the Partnership is:  
  
Steven C. Band  
c/o Executive Property Management  
1991 Main Street #183  
Sarasota, Florida 34236
5. The name and mailing address of the general partner of the Partnership is:  
  
BAK II, INC. #P97000082749  
1991 Main Street #183  
Sarasota, Florida 34236

6. Unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement, the latest date upon which the Partnership shall dissolve is: December 31, 2049

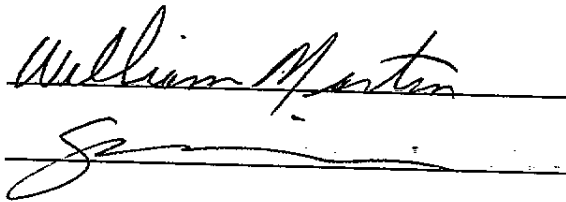
The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by BAK II, INC., a Florida corporation, general partner of THEATRE ASSOCIATES II, LTD., a Florida limited partnership, this 5th day of July, 2002.

WITNESSES:

THEATRE ASSOCIATES II, LTD.,  
a Florida limited partnership

By: BAK II, INC., a Florida corporation

  
\_\_\_\_\_  
\_\_\_\_\_

By:   
David S. Band, President

"GENERAL PARTNER"


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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THEATRE ASSOCIATES, LTD.,  
a Florida limited partnership

Having been named to accept service of process for THEATRE ASSOCIATES II, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 7/5/02

  
Steven C. Band

"REGISTERED AGENT"

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TALLAHASSEE, FLORIDA