

Division of Corporations

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
THEATRE ASSOCIATES II, LLLP

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**AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THEATRE ASSOCIATES II, LLLP,
a Florida limited liability limited partnership**

FLORIDA DOCUMENT #A97000002079

DAVID S. BAND ("Band") and WAYNE RUBEN ("Ruben"), previously designated General Partners of Theatre Associates II, LLLP, a Florida limited liability limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida, on September 25, 1997, and whose Amended and Restated Certificate of Limited Partnership was filed with the Secretary of State, State of Florida, on July 8, 2002, and ROGER HOLLAND ("Holland"), as a new General Partner of the Partnership, hereby amend the Amended and Restated Certificate of Limited Partnership as follows:

1. Paragraphs 1 through 5 are hereby amended in their entirety to read as follows:

1. The name of the Partnership is:

THEATRE ASSOCIATES II, LLLP

2. The mailing address of the Partnership is:

1991 Main Street, Suite 208
Sarasota, Florida 34236

3. The principal office address of the Partnership is:

1991 Main Street, Suite 208
Sarasota, Florida 34236

4. The name and address of the registered agent of the Partnership is:

J. Michael Hartenstine
200 South Orange Avenue
Sarasota, Florida 34236

5. The names and addresses of the General Partners of the Partnership are:

David S. Band
One South School Avenue, Suite 500
Sarasota, FL 34237

Wayne Ruben
1991 Main Street, Suite 208
Sarasota, Florida 34236

Roger Holland
1991 Main Street, Suite 208
Sarasota, Florida 34236

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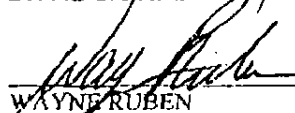
2. A General Partner may be both a General Partner and a Limited Partner of the Partnership.

3. Except as expressly provided herein, all of the terms and provisions of the Amended and Restated Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

4. The execution of this Amendment by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, Band, Ruben, and Holland have executed this Amendment to the Amended and Restated Certificate of Limited Partnership of the Partnership as of the 25th day of November 2009.


DAVID S. BAND


WAYNE RUBEN

PREVIOUSLY DESIGNATED GENERAL PARTNERS


ROGER HOLLAND

NEW GENERAL PARTNER

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Theatre Associates II, LLLP, a Florida limited liability limited partnership (the "Partnership"), the undersigned, on behalf of the Partnership, hereby agrees 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.



Michael Hartenstine
Registered Agent

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