

Division of Corporations

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A9700002079
Florida Department of State
Division of Corporations
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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
THEATRE ASSOCIATES II, LLLP**

Certificate of Status	0
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D. BRUCE

JUL 20 2010

EXAMINER

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

FLORIDA DOCUMENT #A97000002079

WAYNE RUBEN ("Ruben") and ROGER HOLLAND ("Holland"), previously designated General Partners of Theatre Associates II, L.L.P., 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 RUBEN-HOLLAND MANAGEMENT, LLC, a Florida limited liability company ("Management"), as new sole General Partner of the Partnership, hereby amend the Amended and Restated Certificate of Limited Partnership as follows:

1. Paragraph 5 is hereby amended in its entirety to read as follows:

5. The name and address of the General Partner of the Partnership is:

Ruben-Holland Management, LLC, a Florida limited liability company
1991 Main Street, Suite 208
Sarasota, Florida 34236

2090000 47354

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

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

[Signatures on following page]

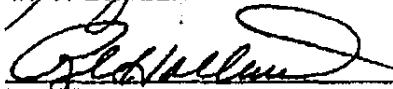
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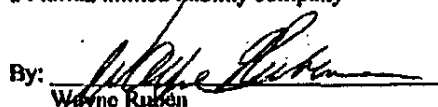
IN WITNESS WHEREOF, Ruben, Holland, and Management have executed this Amendment to the Amended and Restated Certificate of Limited Partnership of the Partnership as of the 7th day of July 2010.


WAYNE RUBEN


ROGER HOLLAND

PREVIOUSLY DESIGNATED GENERAL PARTNERS

RUBEN-HOLLAND MANAGEMENT, LLC,
a Florida limited liability company

By: 
Wayne Ruben
As its Manager

NEW GENERAL PARTNER

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