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From:

(7353)

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305)374-7580
Fax Number : (305)350-2446

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LIMITED PARTNERSHIP AMENDMENT**BRICKELL MAIN STREET, LLLP**

Certificate of Status	1
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
BRICKELL MAIN STREET, LLLP**

The undersigned, being the sole general partner of Brickell Main Street, LLLP, a Florida limited partnership, the Certificate of Limited Partnership of said limited partnership having been filed September 25, 1997, under the name Brickell Walk, Ltd., does hereby amend and restate, pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the Certificate of Limited Partnership of the limited partnership, as heretofore amended, in its entirety to read as follows:

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1. The name of the limited partnership is Brickell Main Street, LLLP.
2. The address of the principal office and registered office of the limited partnership is:

1501 Collins Avenue
Third Floor
Miami Beach, Florida 33139

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

John C. Sumberg, P.A.,
a Florida professional service corporation
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

4. The name and business address of the general partner of the limited partnership are:

Brickell Main Street Management, Ltd.,
a Florida limited partnership
1501 Collins Avenue
Third Floor
Miami Beach, Florida 33139

5. The mailing address for the limited partnership is:

1501 Collins Avenue
Third Floor
Miami Beach, Florida 33139

6. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

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7 Notwithstanding anything to the contrary set forth in this Amended and Restated Certificate of Limited Partnership, Paragraphs 7, 8 and 9 herein shall apply and govern for so long as the limited partnership is the borrower under that certain loan (the "Loan") in the original principal amount of \$56,000,000 made by Fremont Investment and Loan, a California industrial bank ("Lender") to the limited partnership pursuant to that certain Loan Agreement dated as of November 26, 2003, by and among Lender and the limited partnership (the "Loan Agreement"). When the limited partnership is no longer a borrower under the Loan, Paragraphs 7, 8 and 9 shall no longer remain in effect and shall be null and void; provided, that until such time, Paragraphs 7, 8 and 9 shall govern over any provision in this Amended and Restated Certificate of Limited Partnership.

8 The purpose of the limited partnership is (i) to acquire, lease, own, hold, manage, operate, improve, develop, rent, lease, repair and replace, construct improvements upon, sell or otherwise dispose of and/or mortgage or otherwise encumber or borrow against all or any part of the properties collectively known as Mary Brickell Village located in Miami, Florida (the "Project") and (ii) to do any and all things incident thereto or in connection therewith.

9 For as long as the Loan remains outstanding and not paid in full, the limited partnership shall comply with the following provisions, unless expressly permitted or required otherwise by the Loan Agreement and such other documents evidencing the Loan (collectively, the "Loan Documents"):

- (a) the unanimous consent of all of the partners of the limited partnership shall be required in order to (i) voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute and (ii) dissolve and windup its affairs;
- (b) it will not engage in any business other than the ownership, management and operation of the Project;
- (c) it will not own any asset other than (i) the Project and (ii) incidental personal property necessary for the operation of the Project;
- (d) it will not incur any debt except as permitted by the Loan Documents;
- (e) it will maintain books and records and bank accounts separate from those of its affiliates, including its general partners and limited partners;
- (f) it will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity, with separate stationary, invoices and checks;
- (g) it will not guaranty the debts or obligations of any other person; and
- (h) it will not commingle its assets or funds with those of any other person.

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

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the sole general partner of the limited partnership as of the 26th day of November, 2003.

GENERAL PARTNER:

Brickell Main Street Management, Ltd., a Florida limited partnership

By: Brickell Main Street, LLC, a Florida limited liability company, its sole general partner

By: 

Jacques Barbera, a Manager

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, as President and on behalf of John C. Sumberg, P.A., a Florida professional service corporation (the "Corporation"), which has been designated as registered agent for Brickell Main Street, LLLP, a Florida limited partnership electing limited liability limited partnership status, in the foregoing Amended and Restated Certificate of Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of Brickell Main Street, LLLP, and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: as of November 26th, 2003.

John C. Sumberg, P.A., a Florida
professional service corporation, as
Registered Agent

By: 

John C. Sumberg, President