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(Address)

(Address)

(City/State/Zip/Phone #)

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A97-2383



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 074961 4387703

AUTHORIZATION

COST LIMIT : \$ 105.00

ORDER DATE : March 28, 2014

ORDER TIME : 12:41 PM

ORDER NO. : 074961-005

CUSTOMER NO: 4387703

DOMESTIC AMENDMENT FILING

NAME: UNIVERSITY CENTRE WEST III,  
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: \_\_\_\_\_

2014 MAR 28 AM 10:04  
SECRETARY OF STATE  
CORPORATION SERVICE COMPANY

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SECRETARY OF STATE  
TREASURY  
RECORDS SECTION

**SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED  
PARTNERSHIP OF UNIVERSITY CENTRE WEST III, LTD., A FLORIDA  
LIMITED PARTNERSHIP**

The undersigned, General Partner, hereby amends and restates the Certificate of Limited Partnership of UNIVERSITY CENTRE WEST III, LTD., a Florida limited partnership, filed with the Secretary of State on October 31, 1997, as Amended and Restated by that certain Amended and Restated Certificate of Limited Partnership of UNIVERSITY CENTRE WEST III, LTD., a Florida limited partnership, filed with the Secretary of State on December 29, 2003, to read in its entirety as follows:

1. The name of the Partnership is UNIVERSITY CENTRE WEST III, LTD.
2. The Partnership's original Certificate of Limited Partnership was filed with the Florida Secretary of State on October 31, 1997, the Partnership's Amended and Restated Certificate of Limited Partnership was filed on December 29, 2003.
3. The address of the office of the Partnership is 2900 University Drive, Coral Springs, Florida 33065.
4. The name address of the agent for service of process on the Partnership is UCW III GP, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.
5. The name and business address of the sole general partner is UCW III GP, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.
6. The mailing address of the Partnership is 2900 University Drive, Coral Springs, Florida 33065
7. The duration of the Partnership is perpetual.
8. The Partnership is formed solely for the purpose of owning and operating the real property at 2700-2788 North University Drive, Coral Springs, Florida 33065 and legally described on Exhibit "A" attached hereto and made a part hereof (the "Property").
9. The Partnership may not have and will not acquire any assets other than those related to its interest in and operation of the Property.
10. Partnership shall not directly or indirectly create, incur or assume any indebtedness other than (i) all sums that are, or become, due and payable to Jefferies LoanCore LLC, a Delaware limited liability company ("Lender") in conjunction with that certain \$10,750,000.00 mortgage loan made by Lender to Partnership the repayment of which is secured by, among other things, the

Property and (ii) unsecured trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property and (iii) real estate taxes that are not overdue, and (iv) tenant allowances and capital expenditure costs otherwise permitted under the Loan Documents entered into in conjunction with the Loan and paid when due.

11. The Partnership must hold itself out as a separate legal entity, conduct business in its own name, hold regular meetings, use separate stationery, invoices, checks and logos and observe all entity-level formalities and record-keeping requirements.\
12. The Partnership may not commingle its assets or funds with at those of any other entity.
13. The Partnership must prepare separate tax returns and financial statements and maintain books, records and accounts separate and apart from any other entity.
14. The Partnership must pay its obligations and expenses from its own funds and allocate fairly any common employees or overhead shared with affiliates.
15. The Partnership must transact business with affiliates on an arm's length basis pursuant to written agreement.
16. The Partnership must have the unanimous consent of all partners for any dissolution, winding up or bankruptcy or insolvency filing.
17. The Partnership may not amend its Certificate of Limited Partnership with respect to any provision set forth in Section 8 through this Section 17 hereof until after the full payment and satisfaction of the Loan.
18. So long as the Loan remains outstanding, the General Partner of the Partnership does not have the authority to transfer the Property without the prior written consent of the Lender.
19. This Amended and Restated Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.1202, Florida Statutes.

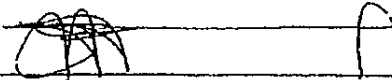
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IN WITNESS WHEREOF, this Second Amended and Restated Certificate of Limited Partnership has been executed by the sole General Partner of UNIVERSITY CENTRE WEST III, LTD., a Florida limited partnership.

**GENERAL PARTNER:**

**UCW III GP, Inc., a Florida corporation**

  
BY: GISELE RAHAEL  
ITS: PRESIDENT

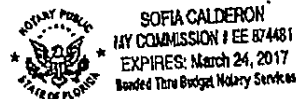
STATE OF FLORIDA                    )  
  )ss.:  
COUNTY OF BROWARD            )

This instrument was acknowledged before me on Feb 19, 2014 by GISELE RAHAEL, the President of UCW III GP, Inc., a Florida corporation, on behalf of said corporation. She is personally known to me.

  
Notary Public State of Florida

My commission expires:

March 24, 2017



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