

SEP-09-2002 09:35

NASON, YEAGER

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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.  
Account Number : 073222003555  
Phone : (561) 686-3307  
Fax Number : (561) 686-5442

LIMITED PARTNERSHIP AMENDMENT

RWT PARTNERS, LTD.

|                       |            |
|-----------------------|------------|
| Certificate of Status | 0          |
| Certified Copy        | 1          |
| Page Count            | 03         |
| Estimated Charge      | \$1,802.50 |

SEP-09-2002 09:35

NASON, YEAGER

561 686 5442 P.02



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 6, 2002

RWT PARTNERS, LTD.  
2300 GLADES RD., STE. 100E  
BOCA RATON, FL 33431

SUBJECT: RWT PARTNERS, LTD.  
REF: A98000000598

FILED  
2002 SEP -9 PM 3:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED  
02 SEP -9 AM 10:29  
DIVISION OF CORPORATION

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Document must contain date original certificate was filed. Also a statement reflecting this document was duly executed and filed in accordance with section 620.109, Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist  
Tax Liens

FAX Aud. #: H02000192449  
Letter Number: 402A00051532

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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RWT PARTNERS, LTD.,**

**a Florida limited partnership**

The undersigned general partner, desiring to amend and restate the Certificate of Limited Partnership of RWT Partners, Ltd. ("Certificate of Limited Partnership") pursuant to the provisions of section 620.109, Florida Revised Uniform Limited Partnership Act, whose certificate was filed with the Florida Department of State on March 4, 1998 as document no. A98000000598, certifies that the Certificate of Limited Partnership is hereby amended and restated as follows:

1. Partnership Name. The name of the partnership to PSL Office Partners, Ltd. (the "Partnership").

2. Partnership Office and Mailing Address. The office of the Partnership and its mailing address are:

2442 Metrocentre Blvd. East  
West Palm Beach, FL 33407

3. Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are:

John White II, Esquire  
Nason, Yeager, Gerson, White & Lioce, P.A.  
1645 Palm Beach Lakes Boulevard, Suite 1200  
West Palm Beach, Florida 33401

4. Name and Address of General Partner. The name and business address of the general partner are:

N.E.Q., Inc.,  
2442 Metrocentre Blvd. East  
West Palm Beach, FL 33407.

#P98000029078


5. Dissolution. The latest date upon which the Partnership may dissolve is December 31, 2098.

6. Affidavit Regarding Capital. The affidavit increasing capital contributions is attached hereto.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of N.E.Q., Inc., a Florida limited partnership, this 30th day of August, 2002.

N.E.Q., Inc., a Florida corporation  
"General Partner"

By:   
Robert A. McIntosh, as its Vice President

(SEAL)

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TALLAHASSEE, FLORIDA

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for PSL Office Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



John White II

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP**

BEFORE ME, the undersigned authority, personally appeared ROBERT A. MCINTOSH, Affiant herein, who being sworn on oath deposes and says:

1. That he is Vice President of N.E.Q., Inc., the general partner of P.S.L. Office Partners, Ltd.

2. That P.S.L. Office Partners, Ltd., a Florida Limited Partnership, executed this Supplemental Affidavit filed pursuant to Section 620.112, Florida Statutes.

3. The total amount of the capital contributions of the limited partners is: \$920,000.

Dated this \_\_\_\_ day of September, 2002. \_\_\_\_

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

P.S.L. Office Partners, Ltd.

By: N.E.Q., INC., its General Partner

By: 


Robert A. McIntosh, Vice President

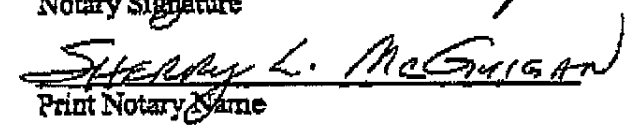
STATE OF FLORIDA )

) SS:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 6th day of September, 2002, by Robert A. McIntosh as the Vice President of N.E.Q., INC., a Florida corporation, on behalf of the corporation, (✓) who is personally known to me OR ( ) who produced \_\_\_\_\_ as identification.

  
Notary Signature

  
Print Notary Name

NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: