

A98000001280



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 860757 156334A

AUTHORIZATION :

COST LIMIT *Patricia 2.50 Puynt*

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 18 PM 2:01

ORDER DATE : June 18, 1998

ORDER TIME : 9:29 AM

ORDER NO. : 860757-005

CUSTOMER NO: 156334A

CUSTOMER: Ms. Andrea Mcclung
Mackey Krumm Ventures, Inc.
Suite 805
1601 Forum Place
West Palm Beach, FL 33401

900002563989--0

DOMESTIC AMENDMENT FILING

NAME: WEST PALM COMMERCE PARK,
LIMITED

(6)

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 JUN 18 AM 11:21
DIVISION OF CORPORATION

CORRECTED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF WEST PALM COMMERCE PARK, LIMITED

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DIVISION OF CORPORATIONS
98 JUN 18 PM 3:01

The undersigned, being all of the Partners of West Palm Commerce Park, Limited, hereby acknowledge, certify and swear that they have previously formed and are continuing a limited partnership (hereinafter called the "Partnership"), pursuant to Florida law (F.S.A. Section 620) and that:

BACKGROUND

On May 21, 1998 the original Agreement of Limited Partnership was adopted by the Partners.

On May 22, 1998 the Certificate of Limited Partnership was adopted by the Partners and recorded with the Florida Department of State and assigned document number A98000001280.

All of the Partners of the Partnership are executing this Corrected and Restated Certificate of Limited Partnership as of the date set forth below in order to correct a mistake in identifying one of the Original Limited Partners set forth in paragraph #8 below.

CORRECTED AND RESTATED CERTIFICATE

1. The name of the Partnership is and shall continue to be WEST PALM COMMERCE PARK, LIMITED.
2. The character of the business of the Partnership shall be:
 - a. The purchase, development, construction, management and operation of a commerce park in West Palm Beach, Florida.
 - b. To engage in all other activities incidental or related to any of the foregoing, exercising all rights and powers to which the Partnership may be entitled under any and all laws, agreements or other documents, all as shall, from time to time, be considered appropriate by the Administrative General Partner. However, the Partnership shall participate in no other business but the acquisition of and holding, developing, managing and operating a commerce park unless authorized in a separate writing executed by the Limited Partners and the General Partners.
3. The location of the principal place of business of the Partnership is in Palm Beach County, Florida at c/o MKV Realty, Inc., 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.
4. The name and address of the agent for service of process of the Partnership is:

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Walter J. Mackey, Jr.
MKV Realty, Inc.
1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

5. The mailing address of the Partnership is c/o MKV Realty, Inc., 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.
6. The Partnership commenced as of May 21, 1998 and shall be dissolved upon the earliest occurrence of any of the following events:
 - a) One-hundred eighty (180) days after written demand for dissolution by the Original Limited Partners, Walter J. Mackey, Jr. ("MACKEY") and Walter T. Krumm, Trustee for the Walter T. Krumm Trust ("KRUMM"), and the Administrative General Partner, MKV Realty, Inc. ("MKV"), is served upon all other Partners, but in no event shall this unilateral notice or demand of dissolution be made prior to December 31, 2001; or
 - b) A final order of dissolution by a court of competent jurisdiction; or
 - c) The adjudication of bankruptcy, legal incapacity, or insolvency of the last remaining General Partner, unless the Partnership's business is continued as provided for in the Partnership Agreement or by Florida statute; or
 - d) The sale or abandonment of all or substantially all of the property of the Partnership; or
 - e) December 31, 2040.
7. The names of the General Partners of the Partnership and their addresses are as follows:

Administrative or Managing General Partner
MKV Realty, Inc. ("MKV")
1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

Non-Administrative General Partner
Richard A. Jerman, Trustee ("JERMAN")
209 Phipps Plaza
West Palm Beach, Florida 33480
8. Walter T. Krumm was reported in the original Certificate of Limited Partnership to have been an Original Limited Partner; however, this was a mistake and the real Original Limited Partner was intended to be, and is hereby corrected to be, the Walter T. Krumm Trust. Accordingly, this Corrected and Restated Certificate of Limited Partnership is being filed to correct the foregoing error. Walter T. Krumm is the Trustee for the Walter T. Krumm Trust.

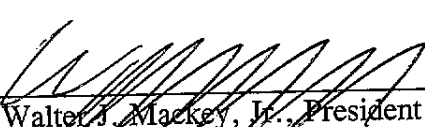
9. The General partners have contributed to the capital of the Partnership by assignment of all of their right, title and interest in any and all interests related to the commerce park development per the Partnership Agreement, including, without limitation, all interests in any Purchase Contracts, assignment of any Purchase Contracts, as well as all contractual arrangements relating to the acquisition, financing, leasing, management and development of a commerce park, in addition to the benefits and any credits for any payments or deposits with regard to any contract deposit, or any party providing professional services in consideration of the payment of certain reimbursements and fees described in the Partnership Agreement and for the allocation to them of the share of Partnership profits, losses and distributions as set forth therein.

No Partner ("General" or "Limited") shall be obligated to make any capital contributions to the Partnership except as stated in the Partnership Agreement.

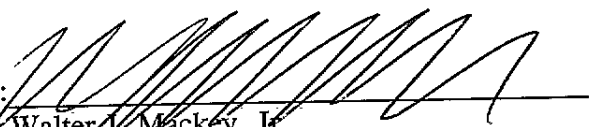
9. No Limited Partner shall have a right to any priority whatsoever over other Limited Partners as to contributions or compensation by way of income.
10. No Limited Partner shall have the right to substitute an assignee as a Limited Partner in his place except with the prior written consent of the General Partners on the terms and conditions set forth in the Partnership Agreement.

IN WITNESS WHEREOF, the Partners have executed and sworn to this Corrected and Restated Certificate on the 11th day of June, 1998.

Administrative General Partner:
MKV REALTY, INC., a Florida
corporation

By: 
Walter J. Mackey, Jr., President

Original Limited Partners:
WALTER J. MACKEY, JR.

By: 
Walter J. Mackey, Jr.

WALTER T. KRUMM TRUST

By:  TRUSTEE
Walter T. Krumm, Trustee

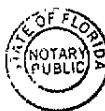
Non-Administrative General Partner:
RICHARD A. JERMAN, Trustee

By: 
Richard A. Jerman

State of Florida)
County of Palm Beach)

Before me, a notary public in and for said county and state, personally appeared WALTER J. MACKEY, JR., who is personally known to me and who is the President of MKV Realty, Inc., the Administrative General Partner of the aforesaid Limited Partnership, who acknowledged that he executed the foregoing Corrected and Restated Certificate and that the same is his free and voluntary act and the free and voluntary act of said corporation..

In Testimony Whereof, I have subscribed my name and affixed my official seal this 9TH day of JUNE, 1998.



ANDREA J. MCCLUNG
My Comm Exp. 12/21/2001
Bonded By Service Ins
No. CC676761
☒ Personally Known ☐ Other ID

Andrea J. McClung
Notary Public Signature

ANDREA J. MCCLUNG
Printed Name

State of Florida)
County of Palm Beach)

Before me, a notary public in and for said county and state, personally appeared WALTER J. MACKEY, JR., who is personally known to me, and who is an Original Limited Partner of the aforesaid Limited Partnership, who acknowledged that he executed the foregoing Corrected and Restated Certificate and that the same is his free and voluntary act.

In Testimony Whereof, I have subscribed my name and affixed my official seal this 9TH day of JUNE, 1998.



ANDREA J. MCCLUNG
My Comm Exp. 12/21/2001
Bonded By Service Ins
No. CC676761
☒ Personally Known ☐ Other ID

Andrea J. McClung
Notary Public Signature

ANDREA J. MCCLUNG
Printed Name

State of Ohio)
County of Franklin)

Before me, a notary public in and for said county and state, personally appeared WALTER T. KRUMM, TRUSTEE, who is personally known to me and who is the Trustee of Walter T. Krumm Trust, an Original Limited Partner of the aforesaid Limited Partnership, who acknowledged that he executed the foregoing Corrected and Restated Certificate and that the same is his free and voluntary act and the free and voluntary act of said Trust.

In Testimony Whereof, I have subscribed my name and affixed my official seal this 10 day of JUNE, 1998.



JULIA A. HUDGINS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES MAY 22, 2001

Julia A. Hudgins
Notary Public Signature

Julia A. Hudgins
Printed Name

State of FLORIDA)
County of PALM BEACH)

Before me, a notary public in and for said county and state, personally appeared RICHARD A. JERMAN, TRUSTEE, who is personally known to me and who is the Non-Administrative General Partner of the aforesaid Limited Partnership, who acknowledged that he executed the foregoing Corrected and Restated Certificate and that the same is his free and voluntary act.

In Testimony Whereof, I have subscribed my name and affixed my official seal this 11th day of JUNE, 1998.



ANDREA J. MCCLUNG
My Comm Exp. 12/21/2001
Bonded By Service, Inc.
No. CC676761
☒ Personally Known ☐ Other ID

Andrea J. McClung
Notary Public Signature

ANDREA J. MCCLUNG
Printed Name

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