

A980000001280

MACKEY/KRUMM VENTURES, INCORPORATED

2247 PALM BEACH LAKES BLVD., SUITE 204

WEST PALM BEACH, FL 33409

(561) 684-8811

FAX: (561) 684-9484

December 5, 2000

200003514372-4

-12/27/00-01055-011  
\*\*\*\*105.00 \*\*\*\*105.00

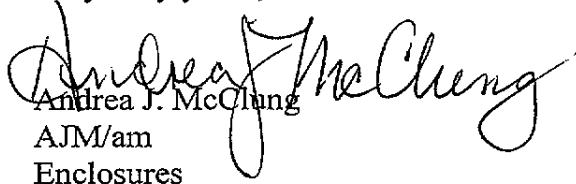
Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee FL 32314

A98-1280

RE: WEST PALM COMMERCE PARK, LIMITED, a Florida limited partnership  
Certificate of Limited Partnership Filed on May 22, 1998  
Amended and Restated Certificate of Limited Partnership Filed June 18, 1998  
Document #A98000001280

Enclosed is our check in the amount of \$105.00, payable to the Department of State, which includes \$52.50 for the filing of the attached Second Amended and Restated Certificate of Limited Partnership for the referenced limited partnership and \$52.50 for a certified copy to be sent to this office, attention Andrea McClung. Thank you.

Very truly yours,

  
Andrea J. McClung  
AJM/am  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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1/3/00

SECOND AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WEST PALM COMMERCE PARK, LIMITED

Pursuant to the provisions of section 620.109, Florida statutes, this Florida Limited Partnership, whose certificate was filed with the Florida Department of State on May 22, 1998 and assigned document number A98000001280.

On June 18, 1998, the Corrected and Restated Certificate of Limited Partnership was adopted by the Partners and recorded with the Florida Department of State.

On December 1, 2000, the Partners met and adopted this Second Amended and Restated Certificate of Limited Partnership in order to amend Articles 3, 4, 5, 7 and 8 of the Certificate of Limited Partnership.

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 by the acquisition of and holding, developing, managing and operating a commerce park unless authorized in a separate writing executed by the Limited Partner and the General Partner.

3. The location of the principal place of business of the Partnership is in Palm Beach County, Florida and is hereby amended to be at c/o Mackey Development, Inc., 247 Palm Beach Lakes Boulevard, Suite 204, West Palm Beach, Florida 33409.

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TALLAHASSEE FLORIDA

4. The name and the amended address of the agent for service of process of the Partnership is:

Walter J. Mackey, Jr.  
2247 Palm Beach Lakes Blvd., Suite 204  
West Palm Beach, Florida 33409

5. The mailing address of the Partnership is hereby amended to be c/o Mackey Development, Inc., 2247 Palm Beach Lakes Blvd., Suite 204, West Palm Beach, Florida 33409.

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 Limited Partner, Walter J. Mackey, Jr., and the Administrative General Partner, Mackey Development, Inc., but in no event shall this 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 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. MKV Realty, Inc. withdrew as the Administrative General Partner as of January 1, 1999 and is no longer a general partner.

Richard A. Jerman withdrew as Non-Administrative General Partner as of January 1, 1999 and is no longer a general partner.

Mackey Development, Inc. was admitted as a General Partner to the Partnership as of January 1, 1999 and is the Administrative General Partner.

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FLORIDA

The General Partner of the Partnership and its address is as follows:

Administrative General Partner  
Mackey Development, Inc.  
2247 Palm Beach Lakes Blvd., Suite 204  
West Palm Beach, FL 33409

paq 44137

8. Walter T. Krumm, as Trustee of the Walter T. Krumm Trust, withdrew as one of the Original Limited Partners as of January 1, 1999 and is no longer a limited partner.

The name of the sole remaining Limited Partner and his address is as follows:

Limited Partner  
Walter J. Mackey, Jr.  
c/o Mackey Development, Inc.  
2247 Palm Beach Lakes Blvd., Suite 204  
West Palm Beach, FL 33409

9. The General Partner has contributed to the capital of the Partnership by assignment of all of its 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 of 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.


10. No Limited Partner shall have a right to any priority whatsoever over other Limited Partners as to contributions or compensation by way of income.
11. 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.

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FLORIDA


This Second Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the Partners have executed and sworn to this Second Amended and Restated Certificate on December 1, 2000.

WITHDRAWN GENERAL PARTNER  
RICHARD A. JERMAN, TRUSTEE

By:   
Richard A. Jerman, Trustee


WITHDRAWN GENERAL PARTNER  
MKV REALTY, INC., a Florida corporation

By:   
Walter J. Mackey, Jr., President

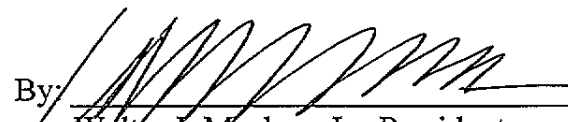
WITHDRAWN LIMITED PARTNER  
WALTER T. KRUMM, TRUST

By:   
Walter T. Krumm, Trustee

SOLE REMAINING LIMITED PARTNER

  
Walter J. Mackey, Jr.

SOLE REMAINING ADMINISTRATIVE GENERAL PARTNER  
MACKEY DEVELOPMENT, INC.,  
a Florida corporation

By:   
Walter J. Mackey, Jr., President

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TALLAHASSEE FLORIDA