

JUL 26 '02 (FRI) 9  
Division of Corporations

BILZIN, SUMBERG, ET. AL\*\*\*\*\*

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**A98000001627**

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DIVISION OF CORPORATION

## Florida Department of State

Division of Corporations

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Division of Corporations  
Fax Number : (850) 205-0383

**From:**

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
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## LIMITED PARTNERSHIP AMENDMENT

QUAYSIDE PLACE PARTNERS, LLLP

*W 7/26*

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 02       |
| Estimated Charge      | \$113.75 |

Fax Audit No. H02-\_\_\_\_\_

SECOND CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
AND  
FIRST AMENDMENT  
TO  
STATEMENT OF QUALIFICATION  
OF  
QUAYSIDE PLACE PARTNERS, LLLP

The undersigned, LNR QUAYSIDE PLACE HOLDINGS, INC., a Florida corporation (the "Sole GP"), as the sole remaining general partner of QUAYSIDE PLACE PARTNERS, LLLP, a Florida limited liability limited partnership (the "Partnership"), and QUAYSIDE PLACE, INC., a Florida corporation, as the withdrawing general partner of the Partnership, being desirous of amending the Certificate of Limited Partnership of the Partnership, as heretofore amended, and the State of Qualification for Florida Limited Liability Limited Partnership of the Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited liability limited partnership is QUAYSIDE PLACE PARTNERS, LLLP (the "Partnership").

2. The Partnership was formed as a limited partnership under the law of the State of Florida on July 2, 1998, the date on which its Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A98000001627. The Partnership elected to become a limited liability limited partnership under the law of the State of Florida on May 10, 2000, the date on which its Statement of Qualification was filed with the Secretary of State of the State of Florida.

3. Quayside Place, Inc., a Florida corporation having a mailing address of 2665 South Bayshore Drive, Penthouse 2A, Miami, Florida 33133, has withdrawn as a general partner of the Partnership.

4. The Sole GP states that the partners of the Partnership have agreed to continue the business of the Partnership pursuant to Section 620.157, Florida Statutes.

5. The principal office and mailing address of the Partnership are 760 N.W. 107<sup>th</sup> Avenue, Suite 300, Miami, Florida 33172.

6. The registered office of the Partnership, which heretofore has been 2665 South Bayshore Drive, Penthouse 2A, Miami, Florida 33133, is hereby changed to 760 N.W. 107<sup>th</sup> Avenue, Suite 300, Miami, Florida 33172, and the registered agent of the Partnership, which heretofore has been Quayside Place, Inc., a Florida corporation, is hereby changed to LNR Quayside Place Holdings, Inc., a Florida corporation. The address of the newly designated registered agent for the Partnership is identical to the address of the newly designated registered office of the Partnership.

This instrument may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, this Second Certificate of Amendment to Certificate of Limited Partnership and First Amendment to State of Qualification of the Partnership has been duly executed by each of the sole remaining general partner and the withdrawing general partner of the Partnership as of the 17th day of July, 2002.

SOLE GENERAL PARTNER:

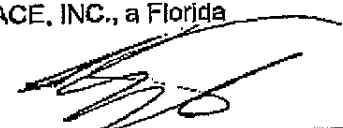
LNR QUAYSIDE PLACE HOLDINGS, INC., a  
Florida corporation

By: 

Print Name: Mark A. Griffith  
Vice President

WITHDRAWING GENERAL PARTNER:

QUAYSIDE PLACE, INC., a Florida  
corporation

By: 

Ezra Katz, President

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