

A98000002334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

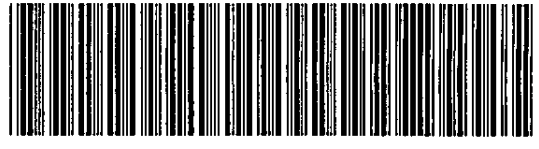
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700276492047
A98-2334
LP Amend

09/02/15--01008--019 **52.50

FILED
15 OCT 26 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 27 2015
N. CAUSSEUX



HELLER
WALDMAN
ATTORNEYS AT LAW

Phone: (305) 448-4144

Fax: (305) 448-4155

3250 Mary Street | Suite 102 | Coconut Grove, FL 33133

Dan P. Heller, Esq.
dheller@hellerwaldman.com
Direct Dial: 786-464-8953

August 28, 2015

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

Re: **Matthews Real Estate Partners, Ltd.**

Gentlemen:

Enclosed for filing with the Secretary of State of Florida, please find the following:

1. Original executed Certificate of Amendment to Certificate of Limited Partnership of Matthews Real Estate Partners, Ltd., along with the filing fee check in the amount of \$52.50.

If you have any question, please feel free to call me.

Sincerely,

Dan P. Heller, Esq.

DPH/md
Enclosure

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Matthews Real Estate Partners, Ltd.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Dan P. Heller

Contact Person

Heller Waldman, PL

Firm/Company

3250 Mary Street Suite 102

Address

Miami, Florida 33133

City, State and Zip Code

jphandy@handycpa.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dan Heller

Name of Contact Person

at (305)

448-4144
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$52.50 Filing Fee

\$61.25 Filing Fee
and Certificate of
Status

\$105.00 Filing Fee
and Certified Copy

\$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2015

DAN P. HELLER, ESQUIRE
HELLER WALDMAN, PL
3250 MARY STREET, SUITE 102
MIAMI, FL 33133

SUBJECT: MATTHEWS REAL ESTATE PARTNERS, LTD.
Ref. Number: A98000002334

We have received your document for MATTHEWS REAL ESTATE PARTNERS, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by all of the general partners.

"MARK MATTHEWS" is listed as "TRUSTEE" therefore he must sign the Amendment in both places. He must sign as the "CURRENT GENERAL PARTNER" and as the "DISSOCIATING GENERAL PARTNER" for "MATTHEWS IRREVOCABLE TRUST."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Nanette Causseaux
Regulatory Specialist II Supervisor

Letter Number: 715A00018971



HELLER
WALDMAN
ATTORNEYS AT LAW

Phone: (305) 448-4144

Fax: (305) 448-4155

3250 Mary Street | Suite 102 | Coconut Grove, FL 33133

Robert S. Beraha, Esq.
rberaha@hellerwaldman.com
Direct Dial: 786-464-8951

October 21, 2015

Nanette Cousseaux
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Matthews Real Estate Partners, Ltd. ("Partnership")**
Ref. Number: A98000002334

Dear Nanette:

Pursuant to our telephone conversation on October 21, 2015, please be advised that Mark Matthews, who is the individual originally named as the sole trustee of the Matthews Irrevocable Trust ("Trust") (the original sole general partner of the Partnership), died on January 31, 2006. His wife, Margot Matthews, is the sole successor trustee designated pursuant to the terms of the Trust and is therefore the appropriate authorized individual to sign on behalf of the Trust as the outgoing general partner.

As we discussed, I hope this resolves any outstanding issues with the enclosed filing and it is allowed to proceed. Please feel free to contact me if you have any further questions.

Sincerely,

Robert S. Beraha, Esq.

DPH/md

{00009074.DOC }

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Matthews Real Estate Partners, Ltd.

Insert name currently on file with Florida Department of State

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on October 9, 1998, assigned Florida document number A98000002334, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

New name must be distinguishable and contain an acceptable suffix.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

New Mailing Address:

(May be post office box)

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TALLAHASSEE, FLORIDA

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	Matthews Irrevocable Trust Margot Matthews Trustee	10155 Collins Avenue #1701 Miami Beach, FL 33154	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
GP	Matthews Rep Management, LLC FL Doc Number: L15000093272	10155 Collins Avenue #1701 Miami Beach, FL 33154	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

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 FLORIDA

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Effective date, if other than the date of filing: _____ date of filing _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

By: Matthews Irrevocable Trust
Margot Matthews
Margot Matthews, Trustee

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TALLAHASSEE, FLORIDA

Signature(s) of all new or dissociating general partner(s), if any:

By: Matthews Irrevocable Trust
Margot Matthews
Margot Matthews, Trustee

By: Matthews Rep Management, LLC (FL)
Margot Matthews
Manager - Margot Matthews
By: Joseph Handy
Manager - Joseph Handy
By: [Signature]
Manager - Dan P. Heller

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75