

To: The Florida Dept. of State
Subject: 000399.80036

From: Ashley Smith

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A98000002451

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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LP LLP AMENDMENT/RESTATEMENT/CORRECTION

PALM AIRE PLAZA PARTNERSHIP, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

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01/14/2008 11:38:54 AM

M. Thomas
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM AIRE PLAZA PARTNERSHIP, LTD**

Pursuant to the provisions of Section 620.1202 Florida Statutes, PALM AIRE PLAZA PARTNERSHIP, LTD., a Florida limited partnership, whose certificate was filed with the Florida Dept. of State on October 28, 1998, hereby adopts the following Amended and Restatement Certificate of Limited Partnership, and the initial certificate of limited partnership shall be superseded

1. The Certificate of Limited Partnership shall be amended and restated in its entirety and shall read as follows:
2. The Partnership's name is PALM AIRE PLAZA PARTNERSHIP, LTD., a Florida Limited Partnership.
3. The name and business address of the General Partner are as follows:

NNM, Inc., a Florida Corporation
1717 Second Street, Suite A
Sarasota, FL 34236

4. The business and mailing address of the office of the Partnership is:

c/o NNM, Inc.
1717 Second Street, Suite A
Sarasota, FL 34236

5. The name and street address of the Agent for service of process on the Partnership are as follows:

Neil N. Malamud
1717 Second Street, Suite A
Sarasota, FL 34236

6. The latest date on which the Limited Partnership is to be dissolved and its affairs wound up is December 31, 2045 unless the term of the Partnership is further extended by a Majority in Interest of the Partners, as defined in the Partnership Agreement.

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- 7 The effective date of this Amended and Restated Certificate of Limited Partnership shall be the effective date of the filing with the Florida Department of State

The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by Neil N. Malamud, as President of NNM, INC., a Florida Corporation and the General Partner of PALM AIRE PLAZA PARTNERSHIP, LTD., a Florida Limited Partnership. this 7 day of January, 2008.

WITNESSES:

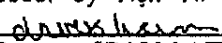
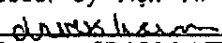
PALM AIRE PLAZA PARTNERSHIP, LTD., a
Florida Limited Partnership

By: NNM, INC., a Florida corporation

By: 
Neil N. Malamud, President


"GENERAL PARTNER"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of January, 2008, by Neil N. Malamud, who [] is personally known to me or  has produced  as identification, in his capacity as President of NNM, Inc., the General Partner of PALM AIRE PLAZA PARTNERSHIP, LTD., a Florida Limited Partnership.



B. L. DeMinico
Commission # DD527907
Expires April 22, 2010
Sarasota Tray Park - Insurance Inc. 800-365-7019


Notary Public

Printed Name/My Commission Expires:
Barbara L. Demmick

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as statutory Registered Agent for PALM AIRE PLAZA PARTNERSHIP, LTD., a Florida Limited Partnership (the "Partnership" in the foregoing Amended and Restated Certificate of Limited Partnership), I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

Dated: JANUARY 7, 2008

Registered Agent:



Neil N. Malamud
1717 Second Street, Suite A
Sarasota, FL 34236

RJP/9958-1/Certificate of Amendment

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