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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 487-6052

October 4, 1999

From: Law Offices of James Pruden, P.A.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432
Phone 561 417-4644

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***105.00 ***105.00

SUBJECT: The Las Olas Fund, Ltd.,

Enclosed please find the following:

1. The original and one copy of Amended and Restated Certificate Of Limited Partnership
2. A check in the amount of \$105.00 for:
 - (a) Certified copy of Certificate of Status
 - (b) Filing Fee for Amended and Restated Certificate Of Limited Partnership

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance,


James Pruden, Esq.

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SECRETARY OF STATE

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Name	PR-10-8
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner of the Las Olas Fund, Ltd., a Limited Partnership organized under the laws of the state of Florida, which was filed on November 4, 1998 and became effective on November 5, 1998, hereby amends, restates and certifies the following Amended and Restated Certificate of Limited Partnership in accordance with Florida Statute § 620.109.

**Article 1
Name of Limited Partnership**

The name of the Limited Partnership is:

THE LAS OLAS FUND, Ltd.

**Article 2
Office for Maintenance of Business Records**

The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is:

4 West Las Olas Blvd., Suite 203
Ft. Lauderdale, FL 33301

**Article 3
Agent for Service of Process**

The name and address of the Partnership's agent for service of process in Florida is:

James L Pruden, Esq.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432

**Article 4
General Partners**

The name and business address of each General Partner in the Limited Partnership is as follows:

Windstar Management, Inc.
4 West Las Olas Blvd., Suite 203
Ft. Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA

**Article 5
Address of Partnership**

The mailing address of the Limited Partnership is:

The Las Olas Fund, Ltd.
C/O Windstar Management, Inc.
4 West Las Olas Blvd., Suite 203
Ft. Lauderdale, FL 33301

**Article 6
Date of Dissolution**

The latest date on which the Limited Partnership is to dissolve is:

December 31, 2022

**Article 7
Effective Date**

The original Certificate of Limited Partnership was filed on November 4, 1998 and became effective on November 5, 1998. This Amended and Restated Certificate of Limited Partnership will become effective on the date of its filing.

This Amended and Restated Certificate of Limited Partnership is duly execute this 1st day of October, 1999 in accordance with Florida Statute § 620.109.

General Partner

Windstar Management, Inc.

By: 

Theodore Farnsworth, President

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