



THE UNITED STATES
CORPORATION
COMPANY

A99000001170

ACCOUNT NO. : 072100000032

REFERENCE : 379512 4303929

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 105.00

ORDER DATE : September 20, 1999

ORDER TIME : 9:56 AM

ORDER NO. : 379512-005

400002990584-7

CUSTOMER NO: 4303929

CUSTOMER: Nazanin Tajbakhsh, Legal Asst
Greenberg Traurig
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: SHOPS AT OCEAN COURT, LTD.

EFFECTIVE DATE:

(3)

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

BC

9/23/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 23 PM 4:50

RECEIVED
99 SEP 20 AM 10:36
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 21, 1999

ERIKA CARLSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SHOPS AT OCEAN COURT, LTD.
Ref. Number: A99000001170

RESUMI

Please give original
submission date as file date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 23 PM 4:50

We have received your document for SHOPS AT OCEAN COURT, LTD. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

We are confused by this AMENDMENT. It appears to us that SHOPS AT OCEAN COURT, INC. already is the general partner, and always has been. It also appears that 1036 S. OCEAN DRIVE, INC. has never been the general partner.

Please examine the attached copy of the original filing and get back to us.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00046

RECEIVED
99 SEP 22 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED
PARTNERSHIP OF SHOPS AT OCEAN COURT, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 23 PM 4:50


Pursuant to the provisions of 620.109, Florida Statutes, Shops at Ocean Court, Ltd., whose certificate of limited partnership was filed with the Florida Department of State on July 19, 1999, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

1. Paragraph 6 of the Certificate of Limited Partnership is hereby amended by deleting the name of the general partner and inserting the name of the new general partner, 1036 S. Ocean Drive, Inc., a Florida corporation. J61092
1052 Ocean Drive, Suite 2216
Miami Beach, FL 33139
2. This Certificate of Amendment shall be effective as of September 1, 1999.

This Certificate of Amendment was executed as of the first day of September, 1999.


Current General Partner
Shops at Ocean Court, Inc.

By: _____


Richard Layfield, President

New General Partner
1036 S. Ocean Drive, Inc.

By: _____


Adrian Alexandru, President