

A99000001855Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
MIAMI SUNSET BAY APARTMENTS LIMITED PARTNERSHIP**

Certificate of Status	0
Certified Copy	1
Page Count	07
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIAMI SUNSET BAY APARTMENTS LIMITED PARTNERSHIP
(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:

Kenneth M. Kams, Esq.
(Contact Person)

Riemer & Braunstein LLP
(Firm/Company)

3 Center Plaza, 6th floor
(Address)

Boston, MA 02108
(City, State and Zip Code)

For further information concerning this matter, please call:

Kenneth M. Kams, Esq. at (617) 880-3415
(Name of Contact Person) (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

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12 JAN 11 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

MIAMI SUNSET BAY APARTMENTS LIMITED PARTNERSHIP

(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 November 12, 1999, assigned Florida document number A99000001855, 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)

One Oakwood Boulevard LLC
625 Madison Avenue, 5th Floor
New York, New York 10022

New Mailing Address:
(May be post office box)

One Oakwood Boulevard LLC
625 Madison Avenue, 5th Floor
New York, New York 10022

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:

C T Corporation System

New Registered Office Address:

1200 South Pine Island Road
(Enter Florida street address)

Plantation, Florida 33324
(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.

Tammy Tofteroo
Vice President

(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>
_____	_____	<u>See Attached</u> <u>Addendum</u>	<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
_____	_____	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

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.)

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

Effective date, if other than the 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.)

see attached addendum

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

see attached addendum

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

**ADDENDUM TO
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIAMI SUNSET BAY APARTMENTS LIMITED PARTNERSHIP**

D. AMENDING THE GENERAL PARTNERS:

<u>Title:</u>	<u>Name and Address:</u>	<u>Type of Action:</u>
General Partner	The Partnership, Inc. P.O. Box 510512 Melbourne Beach, Florida 32951	REMOVED
General Partner	One Oakwood Boulevard LLC <i>m06-4155</i> c/o Centerline Capital Group Inc. 625 Madison Avenue, 5 th Floor New York, New York 10022	ADDED

Signatures:

Signature of new General Partner:

One Oakwood Boulevard LLC

By: Centerline Manager LLC, Manager

By: _____

Name: *Stephan Boyer*

Title: *Managing Director*

Signature of dissociating General Partner:

The Partnership, Inc.

By: _____

Name: John Corbett

Title: President and CEO

1401732.1

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D. AMENDING THE GENERAL PARTNERS:

<u>Title:</u>	<u>Name and Address:</u>	<u>Type of Action:</u>
General Partner	The Partnership, Inc. P.O. Box 510512 Melbourne Beach, Florida 32951	REMOVED
General Partner	One Oakwood Boulevard LLC c/o Centerline Capital Group Inc. 625 Madison Avenue, 5 th Floor New York, New York 10022	ADDED

Signatures:

Signature of new General Partner:

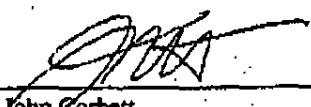
One Oakwood Boulevard LLC

By: Centerline Manager LLC, Manager

By: _____
Name: _____
Title: _____

Signature of dissociating General Partner:

The Partnership, Inc.

By: 
Name: John Corbett
Title: President and CEO

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