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Florida Department of State
Division of Corporations
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**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
MIAMI SUNSET BAY APARTMENTS LIMITED PARTNERSHIP**

Certificate of Status	0
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Page Count	05
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D. BRUCE

AUG 28 2012

EXAMINER
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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)

The Partnership, Inc.
1901 South Harbor City Blvd., 507
Melbourne, Florida 32901

New Mailing Address:
(May be post office box)

The Partnership, Inc.
P.O. Box 510512
Melbourne Beach, Florida 32951

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:

The Partnership, Inc.

New Registered Office Address:

1901 South Harbor City Blvd., 507
(Enter Florida street address)

Melbourne, Florida 32901
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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>
_____	_____	See Attached Addendum	<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

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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: _____

(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

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	One Oakwood Boulevard LLC c/o Centerline Capital Group Inc. 625 Madison Avenue, 5 th Floor New York, New York 10022	REMOVED
General Partner	The Partnership, Inc. P.O. Box 510512 Melbourne Beach, Florida 32951	ADDED

Signatures:

Signature of new General Partner:

The Partnership, Inc.

By: 

Name: John Corbett

Title: President and CEO

Signature of dissociating General Partner:

One Oakwood Boulevard LLC

By: Centerline Manager LLC, Manager

By: 

Name: Kevin W. Smith

Title: Senior Vice President
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