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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

To: Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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Phone : (850)222-1092
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
10420 MCKINLEY PARTNERS, LP

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$52.50

14 JUL 23 AM 8:27
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 10420 McKinley Partners, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Mark Shaffer, Esq.
Contact Person

Metropolitan Life Insurance Company
Firm/Company

3500 Lenox Road NE, Suite 1800
Address

Atlanta, GA 30326
City, State and Zip Code

ohinkle@metlife.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Shaffer, Esq. at (404) 838-2833
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

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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 of a general partner:

[see attached signature page]

Typed or printed name:


[see attached signature page]

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

Amendment to Certificate of Authority for 10420 McKinley Partners, LP

General Partner Signature:

METROPOLITAN TOWER REALTY COMPANY, INC.,
a Delaware corporation

By: 
Charles C. Davis, Jr., Vice President

14 JUL 23 AM 8:27
14, 2014

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "10420 MCKINLEY PARTNERS, LP", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2012, AT 8:27 O'CLOCK P.M.

4273624 8100

140988074

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1560388

DATE: 07-23-14

*State of Delaware
Secretary of State
Division of Corporations
Delivered 08:51 PM 11/16/2012
FILED 08:27 PM 11/16/2012
SRV 121240015 - 4273624 FILE*

**STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP**

The undersigned, desiring to amend, pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, the Certificate of Limited Partnership for 10420 McKinley Partners, LP, a Delaware limited partnership, do hereby certify as follows:

FIRST: The name of the Limited Partnership is 10420 MCKINLEY PARTNERS, LP.

SECOND: UDR/MetLife G.P. LLC has withdrawn as the general partner of the Limited Partnership, and Metropolitan Tower Realty Company, Inc., a Delaware corporation, has been admitted as the new general partner of the Limited Partnership. Accordingly, Article Third of the Certificate of Limited Partnership is hereby amended to reflect the change of the general partner and to change the mailing address of the general partner as follows:

THIRD: The name and mailing address of the general partner are as follows:

Metropolitan Tower Realty Company, Inc.
10 Park Avenue
Morristown, New Jersey 07962

[CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned UDR/MetLife G.P. LLC, as the withdrawing General Partner, and Metropolitan Tower Realty Company, Inc., as the new General Partner, have executed this Amendment to the Certificate of Limited Partnership on this 8th of October, 2012.

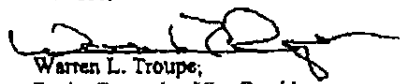
WITHDRAWING GENERAL PARTNER:

UDR/METLIFE G.P. LLC,
a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership,
a Delaware limited partnership,
its Member

By: UDR/ML VENTURE LLC,
a Delaware limited liability company

By: UDR, Inc.,
a Maryland corporation,
its Sole Member

By: 
Warren L. Troupe,
Senior Executive Vice President

NEW GENERAL PARTNER:

METROPOLITAN TOWER REALTY COMPANY, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned UDR/MetLife G.P. LLC, as the withdrawing General Partner, and Metropolitan Tower Realty Company, Inc., as the new General Partner, have executed this Amendment to the Certificate of Limited Partnership on this 9th of ~~October~~ November 2012

~~WITHDRAWING GENERAL PARTNER:~~

UDR/METLIFE G.P. LLC,
a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership,
a Delaware limited partnership,
its Member

By: UDR/ML VENTURE LLC,
a Delaware limited liability company

By: UDR, Inc.,
a Maryland corporation,
its Sole Member

By: Warren L. Troupe,
Senior Executive Vice President

NEW GENERAL PARTNER:

METROPOLITAN TOWER REALTY COMPANY, INC.,
a Delaware corporation

By: Kathryn L. Campbell
Name: Kathryn L. Campbell
Title: Vice President