P0200013121

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Amend

COVER LETTER

TO: Amendment Section Division of Corporations

NAME OF CORPORAT	ION: PAF	PARK PLACE MANAGER, INC.			
DOCUMENT NUMBER	:	P02000013121			
The enclosed Articles of Amendment and fee are submitted for filing.					
Please return all correspon	dence concerning this ma	atter to the following:			
	Marshall J. Emas, Esq. Name of Contact Person		4-7-		
Name of Contact Person					
Shutts & Bowen LLP					
Firm/ Company					
	200 E. Broward Blvd., Suite 2100				
Address					
Ft. Lauderdale, FL 33301					
City/ State and Zip Code					
———Е	-mail address: (to be used for	future annual report notification)			
For further information concerning this matter, please call:					
Marshall J. Name of Contact	Emas, Esq. et Person	at (954) 52 Area Code & Daytime Tele	phone Number		
Enclosed is a check for the following amount made payable to the Florida Department of State:					
	3.75 Filing Fee & ertificate of Status	S43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	□ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)		
Mailing Address Amendment Section Division of Corpora P.O. Box 6327 Tallahassee, FL 32	ations	Street Address Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301	2		



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10 DEC -2 AM 8: 14

SECHETARY OF STATE TALLAHASSEE, FLORIDA

November 17, 2010

MARSHALL J. EMAS, ESQ. SHUTTS & BOWEN LLP 200 E. BROWARD BLVD., SUITE 2100 FT. LAUDERDALE, FL 33301

SUBJECT: PARK PLACE MANAGER, INC.

Ref. Number: P02000013121

We have received your document for PARK PLACE MANAGER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6964.

Irene Albritton Regulatory Specialist II

Letter Number: 510A00027012



FLORIDA DEPARTMENT OF STATE Division of Corporations

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10 NOV 17 AM 8: 05

SECRETARY OF STATE TALLAHASSEE, FLORIDA

November 8, 2010

MARSHALL J. EMAS, ESQ. SHUTTS & BOWEN LLP 200 E. BROWARD BLVD,, SUITE 2100 FT. LAUDERDALE, FL 33301

SUBJECT: PARK PLACE MANAGER, INC.

Ref. Number: P02000013121

We have received your document for PARK PLACE MANAGER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

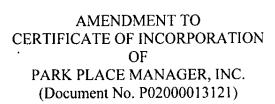
If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton Regulatory Specialist II

Letter Number: 010A00026248

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This Amendment (the "Amendment") to the Certificate of Incorporation (the "Certificate of Incorporation") of PARK PLACE MANAGER, INC., a Florida corporation (the "Corporation"), is made as of October 2, 2010, by Michael D. Friedman as its Vice President and a Director.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the Corporation hereby adopts the following amendment to its Certificate of Incorporation:

Article THIRD of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety amended to read as follows:

The purpose of the Corporation shall be limited to serving as the managing member of Park Place Associates, LLC, a Florida limited liability company (the "Property Owner") and activities incidental thereto. The Property Owner owns, operates, managers and leases the property commonly knows as Park Place by the Bay Apts. located in Miami, Miami-Dade County, Florida (the "Property"). The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as managing member of the Property Owner for a mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Walker & Dunlop, LLC and/or Federal Home Loan Mortgage Corporation, their successors and/or assigns (collectively, "Mortgage Lender") and trade payables incurred in the ordinary course of business.

IN WITNESS WHEREOF, the undersigned has caused this Amendment to be duly executed as of the day and year first above written.

Michael D. Friedman