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Amend
@ 12/2/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PARK PLACE MANAGER, INC.

DOCUMENT NUMBER: P02000013121

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marshall J. Emas, Esq.

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

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marshall J. Emas, Esq.

Name of Contact Person

at (954)

524-5505
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 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 Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY 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

** Please used the
enclosed form for
filing Profit Amendment*

AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
PARK PLACE MANAGER, INC.
(Document No. P02000013121)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC -2 AM 8:50


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, manages and leases the property commonly known 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