

A18003

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FILED
02 MAR 22 PM 3:18
MAIL ADDRESS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 2002

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

Via Hand Delivery

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP**, along with a check in the amount of **\$52.50** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the document for the following entity:

BATTAGLIA PROPERTIES, LTD.
Document Number: **A18003**

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*****52.50 *****52.50

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May, Paralegal

BK

/jwm
Enclosures



**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BATTAGLIA PROPERTIES, LTD.**

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The undersigned general partner of Battaglia Properties, Ltd. (the "Partnership") delivers this Amended and Restated Certificate of Limited Partnership in order to restate and amend the Certificate of Limited Partnership for the Partnership pursuant to the provisions of Sections 620.109 and 620.184(3)(a) of the Florida Revised Uniform Limited Partnership Act:

1. **Background Information.** The present name of the Partnership is **Battaglia Properties, Ltd.**, the name under which its original Certificate of Limited Partnership was filed with the Florida Department of State on October 4, 1984. This amended and restated certificate, duly executed by the general partner, is filed in accordance with the provisions of Section 620.109(7) of the Florida Revised Uniform Partnership Act of 1986 (the "Act").

2. **Amendment to Original Certificate.** Subject to the provisions in the Act governing limited partnerships formed prior to January 1, 1987 and consistent with the prior written approval of all of the partners of the Partnership, the Partnership's original certificate is hereby amended and restated to extend the term of the partnership and to conform to the Act and consistent therewith, its certificate shall now state as follows:

(a) **Name.** The name of the Partnership is **BATTAGLIA PROPERTIES, LTD.**

(b) **Address of Registered Office:** The address of the registered office of the Limited Partnership is 250 Park Avenue South, Suite 630, Winter Park, Florida 32789.

(c) **Registered Agent.** The registered agent for the Partnership is W.P. Battaglia.

(d) **Name and Business Address of Each General Partner.** The Partnership's current general partner and its business address is as follows:

336201 **Battaglia Fruit Co., Inc., a Florida Corporation**
250 Park Avenue South, Suite 630
Winter Park, Florida 32789

(e) **Mailing Address of Partnership.** The mailing address for the Partnership is:

P.O. Box 3010
Winter Park, Florida 32790-3010

(f) **Latest Date Upon Which Partnership is to Dissolve.** The Partnership shall be dissolved on December 31, 2051, unless sooner dissolved and terminated prior to such date as provided in the Partnership Agreement for the Limited Partnership.

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3. **Affidavit of Capital Contributions Not Required.** Pursuant to Section 620.184(b) of the Act, providing that limited partnerships formed prior to January 1, 1987 need not file an affidavit pursuant to Sections 620.108, 620.112, 620.169, or 620.176 until and unless there is a change in the capital contribution which would require a certificate of amendment to be filed under prior law, this Partnership is not required to file any further affidavit of capital contributions.

4. **Construction and Application of Prior Law.** As provided under Section 620.184(2)(c) of the Act for limited partnerships formed prior to January 1, 1987, unless otherwise agreed by the partners, the applicable provisions of existing law governing allocation of profits and losses (rather than the provisions of Section 620.137), distributions to a withdrawing partner (rather than the provisions of Section 620.144), and distribution of assets upon the winding up of a limited partnership (rather than the provisions of Section 620.162) will govern this Partnership.

6. **Impact on Prior Certificate.** As set forth in Section 620.109(8) of the Act, upon the filing of this Amended and Restated Certificate of Limited Partnership, the initial certificate of limited partnership for the Partnership, as previously amended or supplemented, shall be superseded and this Amended and Restated Certificate of Limited Partnership, including any further amendment or changes made thereby, shall serve as the certificate of limited partnership of the Partnership, but the original effective date of formation of the Partnership shall remain unchanged. The amendment effected in connection with the restatement of the certificate set forth above shall be subject to any other provisions of the Act not inconsistent with Section 620.109 of the Act, which would apply if a separate certificate of amendment were filed to effect such amendment. Except as otherwise amended and restated herein, the Partnership Agreement for the Partnership, as the same has been or may be amended, shall remain in effect as a valid agreement of the partners of the Partnership as to all matters contained therein; provided, however, that nothing herein shall be construed as in any way limiting or prohibiting the Partnership from amending and/or restating its Partnership Agreement as permitted under the Partnership Agreement and the Act.

IN WITNESS WHEREOF, the undersigned general partner of the Partnership has executed this Amended and Restated Certificate of Limited Partnership on this 16th day of February, 2002.

BATTAGLIA FRUIT CO., INC., General Partner

By: W.P. Battaglia
W.P. Battaglia, President