

CORPORATE
ACCESS,
INC.

A97000000025

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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Amend.

1.) Heller Bros. Partnership, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION

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SPECIAL INSTRUCTIONS

**AMENDMENT TO AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HELLER BROS. PARTNERSHIP, LTD.**

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This is an Amendment to the Agreement and Certificate of Limited Partnership of Heller Bros. Partnership, Ltd., a Florida limited partnership (the "Partnership"), pursuant to Florida Statutes Section 620.109. The Partnership's Certificate was originally filed on January 2, 1997 and assigned document number A97000000025.

The Agreement and Certificate of Limited Partnership is amended as follows:

- FIRST:** Heller Bros. Packing Corp, a Florida corporation, hereby withdraws for all purposes as the General Partner of the Partnership, and assigns its partnership interest to the new General Partner set forth in Article Second below.
- L 55212
- SECOND:** The new General Partner is **SHL, Inc.**, a Florida corporation, and its principal place of business 222 S. Pennsylvania Avenue, Suite 200, Winter Park, Florida 32789 and mailing address is Post Office Box 2146, Winter Park, Florida 32790-2146.
- THIRD:** The name of the Limited Partnership is hereby changed from Heller Bros. Partnership, Ltd. to **Ninth Street Partners, Ltd.**
- FOURTH:** The registered agent and registered office of the Company is hereby changed from Heller Bros. Packing Corp., 288 Ninth Street, Winter Garden, Florida 34787, to **SHL, Inc., 222 S. Pennsylvania Avenue, Suite 200, Winter Park, Florida 32789.**

Having been named as registered agent and to accept service of process for the above-stated Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

The Limited Partners have agreed to continue the business of the limited partnership.

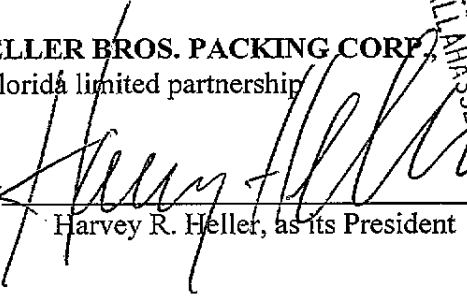
This certificate of amendment shall be effective at the time of its filing with the Florida Secretary of State.

IN WITNESS WHEREOF, we have hereunto set our hands this 20 day of December, 2001.

WITHDRAWING GENERAL PARTNER:

HELLER BROS. PACKING CORP.

a Florida limited partnership

By: 

Harvey R. Heller, as its President

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NEW GENERAL PARTNER:

SHL, INC., a Florida corporation

By: 

Robert P. Saltsman, as its President