

SENT BY: RUDEN MCCLOSKEY

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305 Department of State # 1

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10/24/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910 FAX #: (954) 764-4996
NAME: JUPITER YACHT CLUB, LTD.
AUDIT NUMBER.....H97000017764
DOC TYPE.....BASIC AMENDMENT
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**SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JUPITER YACHT CLUB, LTD.**

The Certificate of Limited Partnership of Jupiter Yacht Club, Ltd., a Florida Limited Partnership ("Partnership"), filed with the Department of State on September 15, 1997, Charter No. A97000001975 is hereby amended and restated in its entirety as follows:

1. The name of the limited partnership ("Partnership") is Jupiter Yacht Club, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 801 Uno Lago Drive, Juno Beach, Florida 33408.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Raymond Graziotto, 801 Uno Lago Drive, Juno Beach, Florida 33408.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Jupiter Yacht Club, Inc.

Atlantic Investment -
Jacaranda Corporation**BUSINESS ADDRESS**801 Uno Lago Drive
Juno Beach, Florida 334081750 E. Sunrise Boulevard
Fort Lauderdale, Florida 33304
Attention: John E. Abdo, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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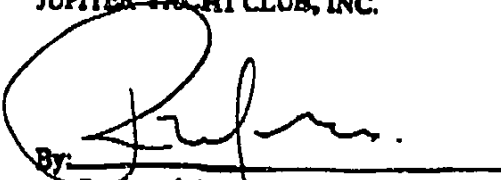
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5. A mailing address for the Partnership is c/o Jupiter Yacht Club, Inc., 801 Uno Lago Drive, Juno Beach, Florida 33408.

6. The latest date upon which the Partnership is to dissolve is December 31, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, have duly executed this Second Amended and Restated Certificate of Limited Partnership of Jupiter Yacht Club, Ltd., this 24th day of October, 1997, for filing in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

This Amended and Restated Certificate of Limited Partnership shall be effective October 24th, 1997.

GENERAL PARTNERS:**JUPITER YACHT CLUB, INC.**By: 

Raymond Grazzotto, Vice President

**ATLANTIC INVESTMENT -
IACARANDA CORPORATION**

By: _____

John E. Abdo, President

Prepared by:

Thomas O. Kohn, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6680

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5. A mailing address for the Partnership is c/o Jupiter Yacht Club, Inc., 801 Uno Lago Drive, Juno Beach, Florida 33408.

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This Amended and Restated Certificate of Limited Partnership shall be effective October 24th, 1997.

GENERAL PARTNERS:**JUPITER YACHT CLUB, INC.**

By _____
Raymond Craslow, Vice President

**ATLANTIC INVESTMENT
JACARANDA CORPORATION**

By _____
John E. Abdo, President

Prepared by: Thomas G. Katz, Esq., FL Bar #111236
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