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A01-309

MCFARLAND, GOULD, LYONS, SULLIVAN & HOGAN, P.A.
ATTORNEYS AT LAW

Serving The Tampa Bay Area For Over 40 Years

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311 S. MISSOURI AVENUE
CLEARWATER, FLORIDA 33756
TELEPHONE (727) 461-1111
FAX (727) 461-6430

January 14, 2003

Uniform Business Report
Division of Corporation
P.O. Box 1500
Tallahassee, Florida 32302-1500

Re: Couch Family Properties, Ltd.
#A01000001309

Dear Sir or Madam:

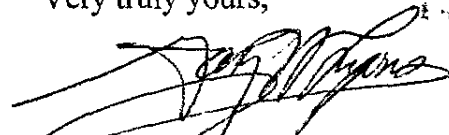
Enclosed please find the following document for filing with the Department of State in reference to the above Limited Partnership.

Amended and Restated Certificate of
Limited Partnership with attached
Amended Affidavit increasing contributions

We have enclosed a check for \$360.50 which represents the filing of same

Please contact me or my Legal Assistant, Lisa Frogel, if any additional information is required.

Very truly yours,



Gary W. Lyons
Attorney at Law

GWL/lbf
Enclosure
cc: Client

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TALLAHASSEE, FLORIDA

ff \$52.5



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 9, 2003

GARY LYONS
MCFARLAND, GOULD LYONS
311 S. MISSOURI AVENUE
CLEARWATER, FL 33756

SUBJECT: COUCH FAMILY PROPERTIES, LTD.
Ref. Number: A01000001309

We have received your document for COUCH FAMILY PROPERTIES, LTD. and check(s) totaling \$1837.50. However, your check(s) and document are being returned for the following:

The fee to file the amended and restated certificate is \$52.50 and \$308.00 for contribution change a total of \$360.50.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 903A00001187

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP FOR
COUCH FAMILY PROPERTIES, LTD.**

This Amended and Restated Certificate of Limited Partnership for COUCH FAMILY PROPERTIES, LTD. effective upon filing with the Florida Department of State, restates and amends that certain Certificate of Limited Partnership of COUCH FAMILY PROPERTIES, LTD that was filed on September 28, 2001 and assigned #A01000001309; and is being filed and duly executed in accordance with Section 620.109, Florida Statutes.

STATE OF FLORIDA
COUNTY OF PINELLAS

The undersigned, as the two remaining General Partners of COUCH FAMILY PROPERTIES, LTD, hereby certify as follows:

1. The name of this Limited Partnership is:
COUCH FAMILY PROPERTIES, LTD
2. The purpose of this Limited Partnership is to carry on in the State of Florida the business of real estate ownership, investment and management, and for such other purposes as may be set forth from time to time by Amendment to this Certificate.
3. The principal place of business of this limited partnership shall now be 601 Rosary Road, #405, Largo, Florida 33770 and its mailing address is at 601 Rosary Road, #405, Largo, Florida 33770, in Pinellas County, Florida.
4. The Registered Agent for the Limited Partnership pursuant to the requirements of F.S. 620.105 shall now be:

Mary C. Pike
601 Rosary Road, #405
Largo, Florida 33770

5. The names and places of residence of each General Partner interested in the

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partnership are as follows:

Joseph H. Couch, Jr.
37 Breeze Hill Lane
Palm Coast, Florida 32137

Mary C. Pike
601 Rosary Road, #405
Largo, Florida 33770

General Partner, JOSEPH H. COUCH, JR. and General Partner, MARY C. PIKE, shall be the Co-Managing Persons for the business affairs of this Limited Partnership.

6. The name and mailing address of each Limited Partner is as follows:

Harriet Daniel Couch Revocable Trust
c/o Joseph H. Couch, Jr., Successor Trustee
37 Breeze Hill Lane
Palm Coast, Florida 32137

7. The latest date upon which this Limited Partnership is to dissolve is December 31, 2021, unless otherwise extended by an Amendment to this Certificate.

8. The capital contributions of the Limited Partner and the amount contributed by the Limited Partner as shown by the Amended Affidavit attached hereto, is as follows:

HARRIET DANIEL COUCH REVOCABLE TRUST - \$497,000

From time to time, it is anticipated that additional partners, limited or general, may be added to this Limited Partnership, which additions will be reflected by properly filed Amendment to this Certificate.

9. (a) The share of the profits or other income which each partner shall be entitled to receive are as follows:

JOSEPH H. COUCH, JR.	-	7.5%
MARY C. PIKE	-	7.5%
HARRIET DANIEL COUCH REVOCABLE TRUST	-	85%

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(b) The share of any losses to which each partner shall be entitled to receive will be allocated proportionately to the capital investment of each partner.

It is anticipated that this share of losses may be altered from time to time and will be reflected by an Amendment to this Certificate.

Signed and dated by each general partner herein on the date shown below.

GENERAL PARTNER:

Dated: December 27, 2002

Joseph H. Couch, Jr.
JOSEPH H. COUCH, JR.

GENERAL PARTNER:

Dated: December 27, 2002

Mary C. Pike
MARY C. PIKE

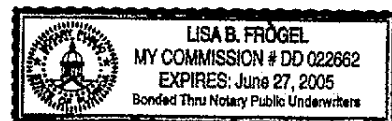
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JOSEPH H. COUCH, JR., to me personally known or who displayed N/A as identification, and who executed the foregoing Certificate of Limited Partnership for himself personally, as a General Partner, and who has acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, on this 27th day of December, 2002 in the aforesaid County and State.

Lisa B. Frögel
Notary Public

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

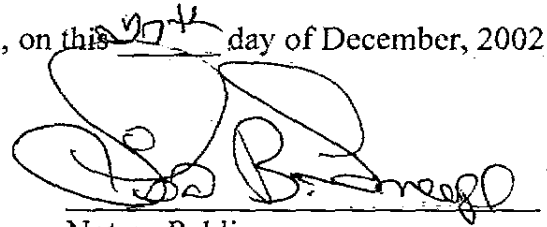


STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared MARY C. PIKE, as General Partner, to me personally known and known or who displayed N/A as identification and who executed the foregoing Certificate of Limited Partnership, and who has acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, on this 20th day of December, 2002 in the aforesaid County and State.




Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Limited Partnership, at the place designated in the Amended and Restated Certificate, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARY C. PIKE, Registered Agent

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