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Please refer to our file number:

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Sarasota

February 6, 1998

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Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Golden Apple Company, Ltd.

Dear Sir or Madam:

Enclosed please find original and duplicate **Amended and Restated Certificate of Limited Partnership** for the referenced Partnership, together with a check in the amount of \$105.00 to cover the following:

Filing of the Amendment	\$52.50
Certified copy of the Amendment	52.50

Please return the certified copy of the Amendment to the undersigned.

Very truly yours,

JSS:gkm
Enclosures


Gatha Kennedy Milhorn
Corporate Paralegal

FILED
98 MAR -5 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

GATHA KENNEDY MILHORN
ABEL, BAND, RUSSELL, COLLIER, ET AL
P.O. BOX 49948
SARASOTA, FL 34230-6948

SUBJECT: GOLDEN APPLE COMPANY, LTD.
Ref. Number: A01592

98 MAR -5 AM 9:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GOLDEN APPLE COMPANY, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on September 16, 1971. Please amend your document accordingly.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 798A00007580

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
GOLDEN APPLE COMPANY, LTD., A01592
a Florida limited partnership

The undersigned general partners have amended and restated the original Limited Partnership Agreement filed September 16, 1971, as amended, with this Amended and Restated Certificate of Limited Partnership and Amended and Restated Limited Partnership Agreement, dated January 9, 1998, pursuant to the Florida Revised Uniform Limited Partnership law, as set forth in Chapter 620 of the Florida Statutes, 1997, and does hereby state the following:

1. The name of the Partnership is:

Golden Apple Company, Ltd.
2. The mailing address of the Partnership is:

25 North Pineapple Avenue
Sarasota, Florida 34236
3. The principal office address of the Partnership is:

25 North Pineapple Avenue
Sarasota, Florida 34236
4. The name and address of the registered agent of the Partnership is:

Robert E. Turoff
25 North Pineapple Avenue
Sarasota, Florida 34236
5. The name and address of the general partners are:

Robert E. Turoff
25 North Pineapple Avenue
Sarasota, Florida 34236

Three Arts Production, Inc.
25 North Pineapple Avenue
Sarasota, Florida 34236
6. The latest date upon which the Partnership shall dissolve is August 31, 2010, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7. The effective date of this ^{Amended and Restated} Certificate of Limited Partnership shall be effective date of the filing of the certificate of limited partnership with the Department of State.

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this ^{Amended and Restated} Certificate of Limited Partnership has been executed by ROBERT E. TUROFF, individually and as President of Three Arts Production, Inc., as the general partners of Golden Apple Company, Ltd., and as Resident Agent, this 9th day of January, 1998.

GOLDEN APPLE COMPANY, LTD., a
Florida limited partnership

By: Three Arts Productions,
Inc., a Florida corporation

By: [Signature]
ROBERT E. TUROFF
President

[Signature]
ROBERT E. TUROFF, Individually

[Signature]
"GENERAL PARTNERS"
ROBERT E. TUROFF
Registered Agent

Having been named to accept service of process for GOLDEN Apple Company, Ltd., at the place designated in the foregoing Amended and Restated Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

FILED
MAR -5 AM 9:18
CLERK OF STATE
TALLAHASSEE, FLORIDA