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GARCIA & FIELDS, P. A.

ATTORNEYS AT LAW

2560 BARNETT PLAZA

101 E. KENNEDY BLVD.

TAMPA, FLORIDA 33602-5157

TELEPHONE (813) 222-8500

FACSIMILE (813) 222-8520

JOSEPH GARCIA

ROBERT W. FIELDS

BOARD CERTIFIED

MARITAL & FAMILY LAW

LESLEY J. FRIEDSAM

BOARD CERTIFIED

MARITAL & FAMILY LAW

KRISTINA JONES FOSTER

MARITAL & FAMILY LAW

July 14, 1997

Division of Corporations
c/o Secretary of State
P. O. Box 6327
Tallahassee, Florida 32301

900002239229--S

-07/16/97--01044--003

****105.00 ****105.00

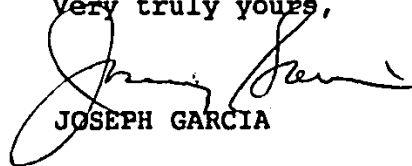
Gentlemen:

Re: Big Bend Farms, Ltd.

I am enclosing herewith original and one copy of the Ninth Amendment to Certificate of Limited Partnership of the above partnership. I am also enclosing our check in the amount of \$105.00 to cover the filing fee (\$52.50) and certified copy (\$52.50).

Please return the certified copy of the amendment at your earliest convenience.

Very truly yours,


JOSEPH GARCIA

JG:jb

Enclosures

BigBend\SecofSta.lt4

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DIVISION OF CORPORATIONS
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**NINTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
BIG BEND FARMS, LTD., A FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Uniform Limited Partnership Act, the undersigned, being all the General and Limited Partners of Big Bend Farms, Ltd., a Florida limited partnership, do hereby execute this Certificate and each such party, after being duly sworn, does, on oath, depose and state:

1. Paragraph 4 of the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on March 9, 1972, as amended by the First Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on March 24, 1973, and as amended by the Second Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on May 23, 1983, and as amended by the Third Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida, on September 23, 1986, and as amended by the Fourth Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on June 6, 1989, and as amended by the Fifth Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on March 26, 1990, and as amended by the Sixth Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on January 10, 1991, and as amended by the Seventh Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on April 28, 1992, and as amended by the Eighth Amendment to the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on August 29, 1996 is amended by deleting said Paragraph 4 and by inserting the following in lieu thereof:

"4. The name and place of residence of the General Partner are as follows:

Joseph Garcia
2014 Woodberry Road
Brandon, FL 33510

Gertrude E. Carey
1602 Cottagewood Drive
Brandon, Florida 33510

The name and place of residence of the Limited Partners are as follows:

Estate of William O. Carey (2)
1602 Cottagewood Drive
Brandon, FL 33510

Joseph Garcia (1)
2014 Woodberry Road
Brandon, FL 33510

Emilio D. Echevarria (1)
4600 N. Habana Avenue
Tampa, FL 33614

Paul W. Danahy, Jr. as Trustee
of the Paul W. Danahy, Jr.
Revocable Trust dated 3/25/96 (1)
2902 Bayshore Court
Tampa, FL 33611

Nancy Anne Mook (1)
1603 Cottagewood Drive
Brandon, FL 33510

Joseph D. Valenti as Trustee of
Joseph D. Valenti Revocable
Trust dated 6/10/88 (1)
2105 S. Hesperides
Tampa, Florida 33629

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2. In all other respects, said Certificate of Limited Partnership, First Amendment to Certificate of Limited Partnership, Second Amendment to Certificate of Limited Partnership, Third Amendment to Certificate of Limited Partnership, Fourth Amendment to Certificate of Limited Partnership, Fifth Amendment to Certificate of Limited Partnership, Sixth Amendment to Certificate of Limited Partnership, Seventh Amendment to Certificate of Limited Partnership, and Eighth Amendment to Certificate of Limited Partnership shall remain in full force and effect.

The surviving General Partner and all Limited Partners execute the above Ninth Amendment to the Certificate of Limited Partnership to consent to the continuation of the partnership after the death of General Partner, William O. Carey, on January 6, 1997, to consent to the substitution of Gertrude E. Carey as General Partner in the place of William O. Carey, and to consent to the substitution of Limited Partner aforesaid.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 15th day of May, 1997.

Joseph D. Soyette
Gertrude E. Carey
 As to Garcia

Joseph Garcia
 Joseph Garcia, General Partner and
 Limited Partner

Joseph D. Soyette
Gertrude E. Carey
 As to Carey

Gertrude E. Carey
 Gertrude E. Carey, General Partner

Joseph D. Soyette
Gertrude E. Carey
 As to Carey

Gertrude E. Carey
 Gertrude E. Carey, as Pers. Rep. of
 Estate of William O. Carey, dec'd

Yolli R. Hermida
Remy Hermida
 As to Hermida

Remy Hermida
 Remy Hermida, Limited Partner

Karen Calzon
Carlene Costa
 As to Echevarria

Emilio D. Echevarria
 Emilio D. Echevarria, Limited Partner

Joseph D. Valentini
Joseph D. Valentini
 As to Valentini

Joseph Valentini
 Joseph Valentini, as Trustee of the
 Joseph D. Valentini Revocable Trust
 dated 6/10/88, Limited Partner

Robert E. Vaughn
Robert E. Vaughn
 As to Vaughn

Robert E. Vaughn
 Robert E. Vaughn, Limited Partner

Christopher C. Mook
Nancy Anne Mook
 As to Mook

Nancy Anne Mook
 Nancy Anne Mook, Limited Partner

Nancy Anne Mook
 As to Mook

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Anna McInerney
Gail Robinson
As to Lochridge

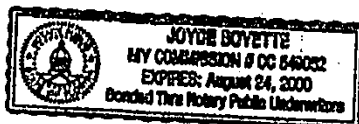
Marshall A. Lochridge
Marshall A. Lochridge, Trustee of
Marshall A. Lochridge Declaration of
Trust dated 1/26/89, Limited Partner

[Signature]
Witness
[Signature]
Witness

[Signature]
Paul S. Carastro, as Trustee of the
Sam & Gloria Carastro Grandchildren's
Trust dated 12/6/95, Limited Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

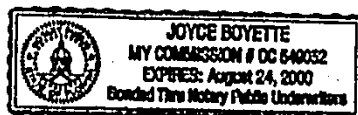
The foregoing instrument was acknowledged before me this 15th day of May, 1997, by JOSEPH GARCIA, who is personally known to me and who did take an oath.



[Signature]
Name: _____
Notary Public
State of Florida at Large
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

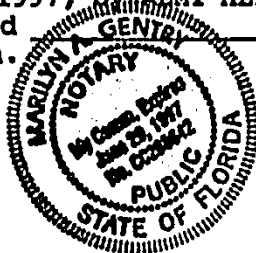
The foregoing instrument was acknowledged before me this 14th day of May, 1997, by GERTRUDE E. CAREY, as Personal Representative of the Estate of William O. Carey, deceased, who is personally known to me or who furnished individually and as identification, and who did take an oath.



[Signature]
Name: _____
Notary Public
State of Florida at Large

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of May, 1997, by Remy Hermida, who is personally known to me or who furnished _____ as identification, and who did take an oath.



[Signature]
Name: _____
Notary Public
State of Florida at Large
My commission expires: 6-29-97

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of May, 1997, by EMILIO D. ECHEVARRIA, who is personally known

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23
day of May, 1997, by , JOSEPH D. VALENTI, as Trustee of the Joseph
D. Valenti Revocable Trust dated 6/10/88, who is personally known
to me or who furnished _____ as identification, and
who did take an oath.

BRENDA J. SANDIFER
Notary Public - State of Florida
My Commission Expires JUL 28, 1997
E#00000000 NO. CC 30325K

Brenda J. Sandifer
Name: _____
Notary Public
State of Florida at Large
My commission expires: 7/28/97

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st
day of May, 1997, by ROBERT E. VAUGHN, who is personally known to
me or who furnished _____ as identification, and
who did take an oath.

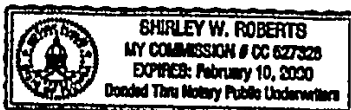


PEGGY P PRITCHARD
My Commission CC537075
Expires Mar. 04, 2000

Peggy Pritchard
Name: _____
Notary Public
State of Florida at Large
My commission expires: 3/4/2000

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th
day of ~~May~~ June, 1997, by NANCY ANNE MOOK, who is personally known to me
or who furnished _____ as identification, and who
did take an oath.



Shirley W. Roberts
Name: _____
Notary Public
State of Florida at Large
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th
day of ~~May~~ June, 1997, by PAUL W. DANAHY, JR., Trustee of the Paul W.
Danahy Revocable Trust dated 3/25/96, who is personally known to me
or who furnished _____ as identification, and who
did take an oath.

Mary Gail Byrd

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of May, 1997, by MARSHALL A. LOCHRIDGE, as Trustee of the Marshall A. Lochridge Declaration of Trust dated 1/26/89, who is personally known to me or who furnished MARSHALL A. LOCHRIDGE as identification, and who did take an oath. DRIVERS LICENSE



KAREN FONG
My Comm Exp. 1/12/2001
Bonded By Service Ins
No. CC611785
I Personally Known () Other ()

FL HQ L263 541 28-411

Name: Karen Fong

Notary Public
State of Florida at Large
My commission expires: 1-12-2001

My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of May, 1997, by PAUL S. CARASTRO, as Trustee of the Sam & Gloria Carastro Grandchildren's Trust, who is personally known to me or who furnished _____ as identification, and who did make an oath.



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Name: Susan K. Shields

Notary Public
State of Florida at Large
My commission expires: June 29, 1998