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(Requestor's Name)

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(City/State/Zip/Phone #)

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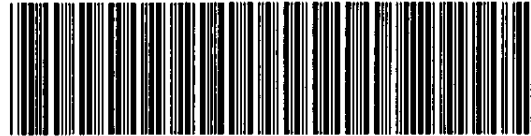
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TALLAHASSEE, FLORIDA

J. BRYAN

FEB 22 2012

EXAMINER

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February 14, 2012

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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2012 FEB 21 PM 1:46  
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TALLAHASSEE, FLORIDA

Re: **ERB HOLDINGS LTD., LLLP**

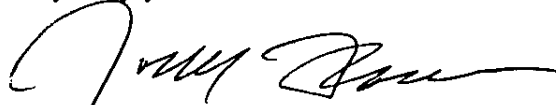
Dear Sir/Madam:

Enclosed please find an Amended and Restated Certificate of Limited Partnership of **ERB Holdings LTD., LLLP**. for filing.

Also enclosed is my trust account check, in the amount of \$105.00. This check covers the cost of the filing fee and the cost of one certified copy. Once the document has been filed, will you please forward the certified copy to my office, in the enclosed stamped self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,



JOHN M. THOMSON

bes  
Enclosure

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ERB HOLDINGS LTD., LLLP**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.1202 of the Florida Revised Uniform Partnership Act of 2005, the undersigned hereby amends and restates the Certificate of Limited Partnership of **ERB HOLDINGS LTD.** which Certificate was originally filed on **APRIL 3, 2002** and delivers and files this Amended and Restated Certificate to be effective when filed.

This amended certificate reflects the current street and mailing address of the limited partnership and its registered agent and reflects the admission of a new general partner, the dissociation of the general partner named in the original certificate; amends Section 11 to provide for perpetual life and to provide that this partnership is a limited liability limited partnership.

1. The name of the limited partnership is:

**ERB HOLDINGS LTD., LLLP**

2. The initial certificate was filed on or about **APRIL 3, 2002**.

3. The street and mailing address of the designated office of the limited partnership is:

**ERB HOLDINGS LTD., LLLP**  
1207 Sorolla Avenue  
Coral Gables, FL 33134

4. The name and street address of the present resident agent is:

**JOHN M. THOMSON, Esq.**  
201 Sevilla Avenue - Suite 302  
Coral Gables, Florida 33134

5. The new general partner of the partnership and his name and business address is:

**EDWIN R. BROWNELL, Trustee**  
1207 Sorolla Avenue  
Coral Gables, FL 33134

6. The General Partner who is disassociated is:

**BROWNELL MANAGEMENT, INC.,**  
a Florida Corporation

7. The limited partnership is a limited liability limited partnership.
8. The partnership shall have perpetual existence until limited as provided in the Amended and Restated Agreement of Limited Partnership.
9. The partnership elects to have the limited partnership be subject to provisions of the Florida Uniform Limited Partnership Act of 2005.
10. Each partner's interest in the limited partnership is required to be evidenced by a certificate issued by the limited partnership and such interest may only be assigned or transferred by assignment or transfer of such certificate. Each certificate may bear such legend or legends as the partnership agreement may require.

This amended and restated certificate has been duly executed this 19 day of **DECEMBER**, 2011 in accordance with the provisions of FS 620.1202.

  
**EDWIN R. BROWNELL, Trustee**  
General Partner

  
**EDWIN R. BROWNELL, President**  
**BROWNELL MANAGEMENT, INC.**  
Disassociating General Partner

**DECEMBER 19<sup>th</sup>**, 2011

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**ACCEPTANCE AS RESIDENT AGENT**

I **CERTIFY** that I am a permanent resident of Miami Dade County, Florida, and my residence is 2600 Cardena Street, Villa #3, Coral Gables, Florida 33134 and business address is 201 Sevilla Avenue, Suite 320, Coral Gables, Florida 33134. I hereby accept the foregoing designation as Resident Agent of **ERB HOLDINGS, LTD., LLLP**.

Signed on December 19, 2011.

  
**JOHN M. THOMSON**  
Resident Agent

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