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March 19, 2001

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Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Warehouse Associates, Limited

700003907477--1
-03/23/01--01050--004
****105.00 ****105.00

Dear Sir/Madam:

Enclosed please find an original Amended and Restated Certificate of Limited Partnership of Warehouse Associates, Limited for filing ("Certificate").

Pursuant to your office's instructions, the fee for filing the Certificate is \$52.50 and the fee for a certified copy is \$52.50 as well. Therefore, a check in the amount of \$105.00 is enclosed for these fees. Once the original Certificate has been filed with the Secretary of State, Division of Corporations, kindly return the certified copy of the Certificate to this office.

If you have any questions or comments, please feel free to contact me.

Sincerely,



Suzette A. Arufe, Legal Assistant
to Joseph B. Reisman

/saa
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
WAREHOUSE ASSOCIATES, LIMITED**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), of the Florida Statutes, the undersigned, being the sole General Partner of Warehouse Associates, Limited, a Florida limited partnership, hereby executes this Certificate of Limited Partnership to be filed with the Secretary of State of Florida.

1. The name of this limited partnership is Warehouse Associates, Limited.
2. The date of filing of the Certificate of Limited Partnership in the office of the Secretary of State of the State of Florida was May 26, 1972, which Certificate of Limited Partnership was previously amended by Amendments filed in said office on January 17, 1978, June 19, 1978, July 3, 1991 and March 8, 1995.
3. The Certificate of Limited Partnership of this limited partnership, as hereinabove amended, is hereby further amended and restated as follows:

- A. The name of the limited partnership is Warehouse Associates, Limited.
- B. The office, mailing and business address of the limited partnership is 100 Lakeshore Drive, No. 556, North Palm Beach, Florida 33408.
- C. The name and address of the Agent and office for service of process required by Section 620.105, Florida Statutes, to be maintained by the limited partnership is:

Monroe Cooperman
100 Lakeshore Drive
No. 556
North Palm Beach, Florida 33408

D. Acceptance of Appointment of Registered Agent

Having being named as the Statutory Registered Agent of Warehouse Associates, Limited, at the office above designated, the undersigned hereby accepts such designation and the obligations provided for the position of registered agent by Section 620.192 of the Florida Statutes. I agree to comply with the provisions of Florida law relative to keeping the registered office open.



Monroe Cooperman, Registered Agent

Dated: March 12, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

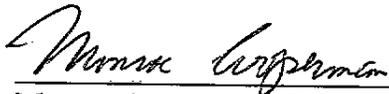
E. The name and business address of the General Partner, is:

Monroe Cooperman
100 Lakeshore Drive
No. 556
North Palm Beach, Florida 33408

F. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

G. This Amendment and Restated Certificate of Limited Partnership shall be effective on the date of its filing in the office of the Secretary of State of Florida.

Executed this 12 day of March, 2001.



Monroe Cooperman, Sole General Partner

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TALLAHASSEE, FLORIDA

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