

Division of Corporations

Page 1 of 1

A03042

Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

FLORIDA FARM DEVELOPMENT CO. LTD.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 1999

FLORIDA FARM DEVELOPMENT CO. LTD.
P.O. BOX 3088
IMMOKALEE, FL 34143

SUBJECT: FLORIDA FARM DEVELOPMENT CO. LTD.
REF: A03042

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You need to add the address of the new general partners or add a statement that the address remains the same.

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) 487-6913.

Diane Cushing
Corporate Specialist

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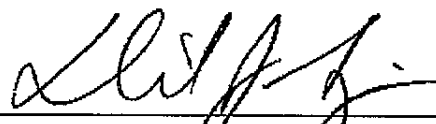
**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA FARM DEVELOPMENT CO. LTD.**

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DIVISION OF CORPORATIONS

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1. The name of the limited partnership is Florida Farm Development Co. Ltd.
2. Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose original certificate was filed with the Florida Department of State on August 7, 1972, and whose amended and restated certificate of limited partnership was filed with the Florida Department of State on June 26, 1989, adopts the following certificate of amendment to its amended and restated certificate of limited partnership:
3. Paragraph 3.(c) of the amended and restated certificate of limited partnership is hereby amended to reflect the simultaneous withdrawal of David J. Lipman and Lawrence R. Lipman, as general partners, and the substitution of David J. Lipman, L.L.C. and Lawrence R. Lipman, L.L.C., as the new general partners, and to continue the business of the partnership. The address for the new general partners remains the same.
4. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

The undersigned general partners do hereby affirm under the penalties of perjury that the facts stated herein are true.



DAVID J. LIPMAN, Individually as
withdrawing general partner, and as Sole
Member of David J. Lipman, L.L.C., new
general partner

Prepared by: Guy E. Whitesman, Esquire
Florida Bar No. 334189
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

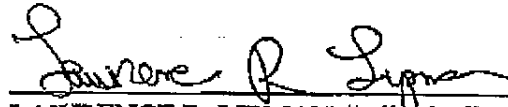
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Henderson, Frank

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LAWRENCE R. LIPMAN, Individually as
withdrawing general partner, and as Sole
Member of Lawrence R. Lipman, L.L.C.,
new general partner

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