

A04074

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David L. Petersen
Writer's Direct Dial: 239.434.4959
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August 5, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. box 6327
Tallahassee, Florida 32314

A04074

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RE: TPR Associates, LTD.

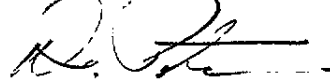
Dear Gentlemen:

Please find enclosed two originals of the Fourth Amended and Restated Limited Partnership Certificate for filing with the Florida Division of Corporations regarding the above-referenced partnership, together with a check in the amount of \$52.50 for the filing fee. As per my Assistant's conversation with your office of today, she was informed that one of the originals could be returned with your "filed" notation on the original of the Fourth Amended and Restated Limited Partnership Certificate.

Thank you for your assistance in this matter.

Very truly yours,

QUARLES & BRADY LLP



David L. Petersen

DLP:mr
Enclosures

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2002 SEP - 6 AM 9:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

Q & B Petersen

AUG 15 2002

Naples

August 9, 2002

DAVID L. PETERSEN
QUALRES & BRADY, LLP
4501 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FL 34103-3060

SUBJECT: T P R ASSOCIATES, LTD.
Ref. Number: A04074

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TALLAHASSEE, FLORIDA

We have received your document for T P R ASSOCIATES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 102A00047517



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September 4, 2002

Joey Bryan
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: *The Leider Horticultural Companies, Inc. #P20829*
T P R Associates, Ltd. #A04074

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TALLAHASSEE, FLORIDA

Dear Mr. Bryan:

Pursuant to our recent telephone conference I enclose three packages of documents for filing with the Florida Department of State, listed as follows:

1. Corporate Reinstatement for the Leider Horticultural Companies, Inc. - enclosed is an appropriately signed Corporation Reinstatement Form to reinstate The Leider Horticultural Companies, Inc., and designate its registered agent in Florida. Also enclosed is the check of Leider Horticultural in amount of \$900.00, representing required reinstatement fees. As you will recall, The Leider Horticultural Companies, Inc. also serves as the General Partner of T P R Associates, LTD (#A04074-see below).
2. T P R Associates, Ltd. UBR - Also enclosed is an Annual Report Form for T P R Associates, Ltd (#A04074) for the current year, and the check of T P R Associates in amount of \$926.25, representing required fees, and a letter from the Registration Section of the Florida Department of State dated August 12, 2002, declining to accept the Annual Business Report, pending reinstatement of the General Partner, The Leider Horticultural Companies, Inc.
3. Amended and Restated Certified - Finally, enclosed is an additional letter from the Florida Department of State dated August 9, 2002, with regard to T P R Associates, Ltd, which declined to accept for filing the Fourth Amended and Restated Limited Partnership Certificate for T P R Associates, Ltd, pending reinstatement of the active registration of T P R Associates, Ltd / The Leider Horticultural Companies, Inc. as set forth above. You have retained the filing fee we submitted in amount of \$52.50.

Joey Bryan
September 4, 2002
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I understand that upon receipt of the enclosed documents you can take the appropriate corrective actions in the sequence listed above, in order to reinstate The Leider Horticultural Companies, Inc., accept the 2002 UBR of T P R Associates, Ltd, and the Fourth Amended and Restated Limited Partnership Certificate of T P R Associates, Ltd.

Thank you for your assistance and attention to this matter. Please call the undersigned directly with any comments or questions.

Very truly yours,

QUARLES & BRADY LLP


David L. Petersen

DLP:mr
cc: Jim Leider (w/encls.)

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T P R ASSOCIATES, LTD.

FOURTH AMENDED AND RESTATED
LIMITED PARTNERSHIP CERTIFICATE

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The following Fourth Amended and Restated Limited Partnership Certificate duly adopted and executed pursuant to the authority and provisions of Chapter 620.109 of the Florida Statutes, supersedes and takes the place of the existing Third Amended and Restated Limited Partnership Certificate and any and all amendments thereto:

1. The name of the partnership is T P R ASSOCIATES, LTD., a Limited Partnership.

2. The Limited Partnership Certificate was originally filed with the Florida Department of State on December 6, 1974 (the "Original Certificate"), and was amended by an Amended and Restated Limited Partnership Certificate filed with the Florida Department of State (the "Department") on December 28, 1989 (the "First Amended Certificate"), by another Amended and Restated Certificate, filed with the Department on July 18, 1994 (the "Second Amended Certificate"), and by another Amended and Restated Certificate, filed with the Department on July 5, 2001 (the "Third Amended Certificate").

3. The character of the business is to purchase, own, hold, lease and sell real and personal property, and further to do all acts and conduct all business allowed limited partnerships by law.

4. The principal place of business and mailing address of the Limited Partnership shall be: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103; the name and address of the agent for service of process shall be: Naples Lawdock, Inc., 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The Registered Agent's address is also the Limited Partnership's mailing address.

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5. The partners and their places of residence are:

5.1 GENERAL PARTNER:

The Leider Horticultural Companies, Inc.,
an Illinois Corporation
855 East Aptakisic Road
Buffalo Grove IL 60089

5.2 LIMITED PARTNERS:

MML Family Ltd. Partnership
1850 Forest Hill Road
Suite 204 A
West Palm Beach, FL 33406

Michael J. Leider
226 Hancock
Lake Bluff, IL 60044

Gerard F. Leider
47 East Laurel Avenue
Lake Forest, IL 60045

Mary L. Barss
40 East Cedar Avenue #15A
Chicago, IL 60611

Peter C. Mayer
4823 North Paulina
Chicago, IL 60640

Mark L. Leider
461 Mawman
Lake Bluff, IL 60044

G.F. Leider Family Limited Partnership
47 East Laurel Avenue
Lake Forest, IL 60045

Margaret L. Kreuter
525 Quassey
Lake Bluff, IL 60044

Margaret L. Daley
285 Whistler
Highland Park, IL 60035

M. James Leider
855 E. Aptakisic Road
Buffalo Grove, IL 60089

Brian J. Daley
2711 Noyes Street
Evanston, IL 60201

Gerard Scott Leider
171 Pembroke Drive
Lake Forest, IL 60045

6. The Effective Date of this Fourth Amended and Restated Limited Partnership Certificate shall be upon its filing with the Florida Department of State. The term of this Limited Partnership shall continue until December 1, 2015, unless earlier terminated by the agreement of all of the partners. The term of this Limited Partnership may be further extended by the agreement of a majority of the partners by partnership percentage interest.

7. This Fourth Amended and Restated Limited Partnership Certificate reflects and records transfers of partnership interests that have occurred prior to the date hereof; as of May 20, 2002, and the date of filing this Fourth Amended and Restated Limited Partnership Certificate, the Share Interests and Percentage Interests of the Limited Partners are as follows:

| <u>PARTNERS:</u> | <u>SHARE INTEREST</u> | <u>PERCENTAGE INTEREST</u> |
|--|---------------------------|--------------------------------|
| <u>General Partner</u> | | |
| The Leider Horticultural Companies, Inc. | General Partner | 0.104% |
| <u>Limited Partners:</u> | | |
| M M L Family Ltd. Partnership | 2.000 | 23.053% |
| Gerard F. Leider | 2.0 | 23.053% |
| M. James Leider | 1.000 | 17.289% |
| Margaret L. Daley | 1.000 | 11.526% |
| G.F. Leider Family Limited Partnership | 0.58333 | 8.7235% |
| Peter C. Mayer | 0.333 | 3.842% |
| Michael J. Leider | 0.250 | 2.882% |
| Mary L. Barss | 0.250 | 2.882% |
| Mark L. Leider | 0.250 | 2.882% |
| Margaret L. Kreuter | 0.250 | 2.882% |
| Brian J. Daley | 0.16666 | 1.921% |
| Gerard Scott Leider | 0.08333 | 0.9605 |

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8. By agreement of all of the partners, additional capital contributions can be made.

9. The contributions of the Limited Partnership shall be returned to them at the termination of the Partnership.

10. The net profits of the Partnership shall be divided among the partners and the net losses shall be borne by them in accordance with their respective Percentage Interests, as set forth above.

11. A separate retained earnings account shall be maintained for each partner.

12. The Limited Partners shall have no right to substitute assignees as contributors in their places, except by agreement of all of the partners.

13. The partners shall have the right, by the agreement of all of them, to admit additional limited partners.

14. There is no right given to any Limited Partner to a priority over other Limited Partners.

15. The General Partner described in Section 5.1 hereof is the only General Partner.

16. The Limited Partners shall have no right to demand and receive property other than cash in return for their contributions.

*[Signature page follows;
the balance of this page is intentionally left blank.]*

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this instrument has been duly executed on behalf of this partnership by the sole General Partner.

THE LEIDER HORTICULTURAL COMPANIES,
INC., an Illinois Corporation,
General Partner

By:

M. James Leider
M. James Leider, President

(CORPORATE SEAL)

Margaret L. Kreuter
Margaret L. Kreuter, Secretary

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TALLAHASSEE, FLORIDA

STATE OF ILLINOIS)
) ss
COUNTY OF LAKE)

Personally came before me this 22 day of May, 2002, M. James Leider, President, and Margaret L. Kreuter, Secretary, of the above-named corporation, to me known to be such persons and officers who executed the foregoing instrument and acknowledged that they executed the foregoing instrument and acknowledged that they executed the same as such officers as the deed of said corporation, by its authority.

Mary Leider Barss
Notary Public, State of Illinois
My Commission: 11/01/03

