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SECRETARY OF STATE
DIVISION OF CORPORATION
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Naples Dinner Theatre Associates, Ltd.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Matthew L. Grabinski, Esq.

Contact Person

Coleman, Yovanovich & Koester, P.A.

Firm/Company

4001 Tamiami Trail North, Suite 300

Address

Naples, FL 34103

City, State and Zip Code

mgrabinski@cyklawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Hillesheim

Name of Contact Person

at (239)

435-3535

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Please return certified copy in enclosed Fedex Envelope as soon as possible. If you have any questions, please call. Thank You!

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
NAPLES DINNER THEATRE ASSOCIATES, LTD.,
a Florida Limited Partnership**

The undersigned, constituting all of the General Partners of Naples Dinner Theatre Associates, Ltd., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on May 15th, 1975, and reinstated on June 16th, 1999, hereby amend and restate said Certificate of Limited Partnership of Naples Dinner Theatre Associates, Ltd., in its entirety, as follows:

1. The name of the Limited Partnership is: Naples Dinner Theatre Associates, Ltd., a Florida limited partnership.
2. The principal place of business is: 123 Quincy Circle, Santa Rosa Beach, Florida 32459.
3. The current mailing address of the limited partnership is: P.O. Box 4937, Santa Rosa Beach, Florida 32459.
4. The registered agent and registered office are as follows: Richard D. Yovanovich, Coleman, Yovanovich & Koester, P.A., Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 300, Naples, Florida 34103.
5. The names and business addresses of the General Partners are as follows:

Anderson Fiske Partners Limited, a Florida limited partnership
123 Quincy Circle
Santa Rosa Beach, FL 32459

Richard D. Fiske
166 La Cueva Rd.
Glorieta, NM 87535

Paul Fiske
42 Alokele Road
Makawao, Hawaii 96768

6. The Johnson Trust U/A/D August 19, 1971 was removed as General Partner as of April 5, 2005, and replaced with the General Partners identified in paragraph 5, above.

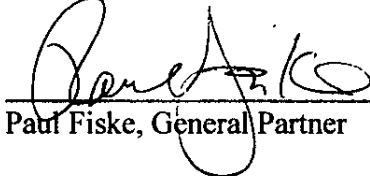
7. This Amended and Restated Certificate of Limited Partnership shall become effective upon its recording with the Florida Secretary of State.

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Note: for purposes of clarification, Richard D. Fiske, as Trustee and Helen Sandra Fiske Anderson (a/k/a Helen S. F. Anderson and Helen Sandra Fiske), as Trustee, were the co-trustees of The Johnson Trust, as reflected on the Amended and Restated Certificate of Limited Partnership of Naples Dinner Theatre Associates, Ltd. dated June 14th, 1999 and filed with the Division of Corporations for the State of Florida. Subsequent annual reports through the year 2004 correctly identified Helen S. F. Anderson and Richard D. Fiske, as Trustees of the Johnson Trust, which was, at the time, the sole general partner. On April 5, 2005, the Johnson Trust was replaced as general partner with the three general partners listed in paragraph 5 above. Annual reports for the years 2005 through 2009 identified Helen S. F. Anderson and Richard D. Fiske, Trustees, as the General Partners, which was a correct designation in that the three General Partners referenced in paragraph 5, above, executed a separate agreement designating Helen S. F. Anderson and Richard D. Fiske, as trustees to act on behalf of the three General Partners.


The foregoing Amended and Restated Certificate of Limited Partnership is executed and filed on this 22nd day of October, 2009.

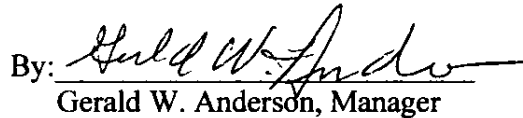

Richard D. Fiske, General Partner


Paul Fiske, General Partner

ANDERSON FISKE PARTNERS LIMITED,
a Florida limited partnership

By: ANDERSON FISKE
MANAGEMENT, LLC,
a Florida limited liability company,
Its: General Partner

By: 
Helen Sandra Fiske, Manager

By: 
Gerald W. Anderson, Manager