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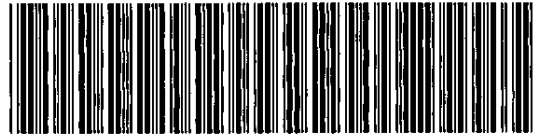
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DIVISION OF CORPORATIONS
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LAW OFFICES OF
HENDRY, STONER, CALANDRINO & BROWN

PROFESSIONAL ASSOCIATION

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JOHN G. DELANCETT
COMMERCIAL AND TAX LITIGATION
CERTIFIED CIRCUIT CIVIL MEDIATOR

MARCOS A. CIGAGNA
ADMITTED IN BRAZIL ONLY

April 3, 2007

Florida Department of State
Registration Section
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

Re: Wolf & Wolf Fruits & Vegetables, LLLP

Dear Sir or Madam:

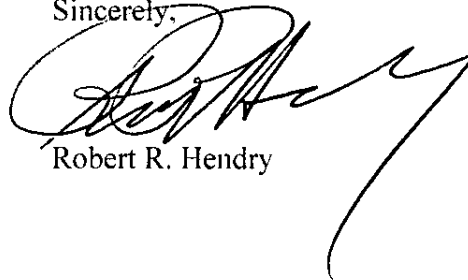
In connection with the foregoing, enclosed herewith is the Certificate of Amendment to Certificate of Limited Liability Limited Partnership of Wolf & Wolf Fruits & Vegetables, LLLP and check No. 31184 in the amount of \$52.50 for the filing fee.

Also enclosed for the same Partnership is the 2007 Limited Partnership Annual Report reflecting the changes made in the Certificate of Amendment and check No. 31730 in the amount of \$500.00 for the filing fee.

PLEASE NOTE THAT THE CERTIFICATE OF AMENDMENT MUST BE FILED FIRST AND THEN THE ANNUAL REPORT.

Should you have any questions or require further assistance, please feel free to contact us.

Sincerely,



Robert R. Hendry

RRH/bob

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WOLF & WOLF FRUITS & VEGETABLES, LLLP
(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:

Robert R. Hendry

(Contact Person)

Hendry, Stoner, Calandrino & Brown, PA

(Firm/Company)

20 North Orange Avenue, Suite 600

(Address)

Orlando, Florida 32801

(City, State and Zip Code)

File First

For further information concerning this matter, please call:

Robert R. Hendry

(Name of Contact Person)

at (407) 843-5880

(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

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
WOLF & WOLF FRUITS & VEGETABLES, LLLP

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited liability limited partnership, whose certificate was filed with the Florida Department of State on November 2, 2005, adopts the following certificate of limited liability limited partnership.

FIRST: Amendments:

The following paragraphs are amended as follows:

First Unnumbered Paragraph

This Amended Agreement of Limited Liability Limited Partnership (this "Agreement:") dated as of March 12, 2007 by and among ROBERT DAVIS, who shall be hereafter referred to as the "General Partner:, and WOLF & WOLF FRUITS & VEGETABLES, INC., LATO, INC., HARRY EUGENE GUICE (the "Limited Partners," or, individually, the "Limited Partner").

Article 2

Section 2.1 Name and Office. The Partnership shall be conducted under the name and style of Wolf & Wolf Fruits & Vegetables, LLLP. The Partnership shall be at the principal office of the General Partner. The General Partner may at any time change the location of such principal office and shall give notice of any such change to the Limited Partners. The General Partner may also establish additional offices of the Partnership, from time to time.

Article 9, Section 9.1 (1)

(c) Thereafter, all Profits shall be allocated as follows:

General Partner:	
Robert Davis	21.25%
Limited Partners:	
LATO, Inc.	36.25%
Harry Eugene Guice	21.25%
Wolf & Wolf Fruits & Vegetables, Inc.	21.25%

Article 12

Section 12.11 Amendment Procedure

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(2) Proposal of Amendments. Amendments to this Agreement may be proposed by the General Partners or by Limited Partners owning not less than twenty-seven percent (27%) of the Partnership Interest owned by the Limited Partners as a group.

Exhibit "A"

WOLF & WOLF FRUITS AND VEGETABLES LLLP
A LIMITED LIABILITY LIMITED PARTNERSHIP

EXHIBIT "A"

LIMITED PARTNER

<u>Name and Addresses</u>	<u>Capital Contributions</u>	<u>Partnership Interest</u>
Wolf & Wolf Fruits & Vegetables, Inc. 541 South Orlando Ave, Suite 201 Maitland, Florida 32751	\$85.00	21.25%
LATO, Inc. 200 South Biscayne Boulevard Miami, Florida 33131	\$145.00	36.25%
Harry Eugene Guice 4587 Holly Lake Drive Lake Worth, Florida 33463	\$85.00	21.25%
TOTAL	<u>\$315.00</u>	

General Partner(s)

<u>Name and Address</u>	<u>Capital Contributions</u>	<u>Partnership Interest</u>
Robert Davis	\$85.00	21.25%

SECOND: This Certificate of Amendment is effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF the undersigned have executed the foregoing Certificate of Amendment as of this 10th day of March, 2007.

Signatures of a general partner

Witnesses:

Brooks O. Bothwell

Harold B. Guice

Signatures of Limited Partners:

Harold B. Guice
Harold B. Guice

Brooks O. Bothwell

Outgoing General Partner:

Wolf & Wolf Fruits & Vegetables, Inc.

By: Sam Wolf, President

Incoming General Partner:

Robert Davis

LATO, Inc.

By: Harry Eugene Guice

Harry Eugene Guice

Wolf & Wolf Fruits Vegetables, Inc.

By: Sam Wolf, President