A07087

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Regional Enterprises, LLLP

Signature

Requested by:

Name _____ Date 8/18/03 Time 10:17

Walk-In _____ Will Pick Up _____

- ____ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ____ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ____ Merger File
- ✓ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ____ Cert. Copy
- ____ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 18, 2003

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: REGIONAL ENTERPRISES, LLLP
Ref. Number: A07087

We have received your document for REGIONAL ENTERPRISES, LLLP and your check(s) totaling $52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $52.50 payment.

The AMENDED AND RESTATATED CERTIFICATE OF LIMITED PARTNERSHIP must also contain a statement that the document is being filed in accordance with Chapter 620.109 F.S.

ALSO, it must state the name and Florida street address of the partnership's Registered Agent.

If a new agent is being appointed, the new agent must sign.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 703A00046780

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT
OF REGIONAL ENTERPRISES, LLLP

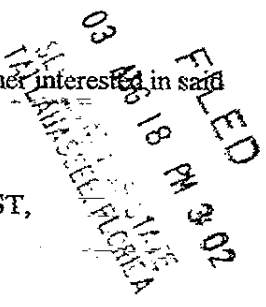
We, the undersigned, being all of the limited and general partners of Regional Enterprises, LLLP, a Florida limited liability limited partnership, desiring to amend and restate the existing Certificate of Limited Partnership Agreement as filed in the office of the Secretary of State of the State of Florida on the 26th day of December, 1978, Limited Partnership Number LP7087 and the First Amendment to said Certificate of Limited Partnership Agreement filed on the 16th day of April, 1981, and the Second Amendment to said Certificate of Limited Partnership Agreement filed on June 27, 1985, and the Third Amendment to said Certificate of Limited Partnership Agreement filed on September 8, 1988, and the Fourth Amendment to said Certificate of Limited Partnership Agreement filed on December 14, 1994, and the Fifth Amendment to said Certificate of Limited Partnership Agreement filed on October 20, 1999, do hereby agree that said Certificate and First, Second, Third, Fourth and Fifth Amendments to said Certificate of Limited Partnership Agreement shall be and the same are hereby amended in their entirety to read as follows:

1. Formation. This limited partnership was formed upon the filing of a Certificate of Limited Partnership in the office of the Secretary of State of the State of Florida, and recording a certified copy thereof with the Clerk of the Circuit Court for Okaloosa County, Florida.

2. Name. The name of the limited partnership shall be Regional Enterprises, LLLP, and the business of the partnership shall be conducted under such name.

3. Purpose. The character of the business intended to be transacted by said limited liability limited partnership is: to construct and operate mini-warehouses in the State of Florida and any other lawful business in the State of Florida.

4. Place of business. The location of the principal place business of the limited liability limited partnership is to be at 1230 Airport Rd., Destin, Florida 32541, or at such other place as the partners may from time to time designate.



5. General Partner. The name and place of residence of the general partner interested in said partnership is as follows:

Joseph J. Carter, Jr. as Trustee of the JOSEPH J. CARTER, JR. TRUST,
under agreement dated May 22, 2002
1049 Sunset Dr.
Lake Wales, FL 33853

6. Limited Partners. The name and place of residence of each limited partner interested in said partnership is as follows:

Joseph J. Carter, Jr. as Trustee of the JOSEPH J. CARTER, JR. TRUST,
under agreement dated May 22, 2002
1049 Sunset Dr.
Lake Wales, FL 33853

Charles F. Noack
3260 Canon Bay Drive
Cumming, GA 30041

Martha B. Carter, as Trustee of the MARTHA B. CARTER TRUST dated November 21, 1990.
1053 Sunset Dr.
Lake Wales FL 33853

7. Term. The term for which the limited liability limited partnership is to exist is indefinite.

8. Capital Contributions. The amount of cash contributed or to be contributed by each partner is as follows:

General Partner	
Joseph J. Carter, Jr., Trustee	$ 15,465.00
Limited Partners	
Charles F. Noack	$ 15,465.00
Joseph J. Carter, Jr., Trustee	$ 7,732.50
Martha B. Carter, Trustee	$ 23,197.50

Additional capital contributions may be required of the general and limited partners upon the approval of a majority of the general and limited partners. Such additional contributions to be borne equally by the general and limited partners.

9. Division of Profits. The share of the profits or the other compensation by way of income which the general partner shall receive by reason of his contribution to the limited liability limited partnership shall be Twenty-five (25%) percent of the profits of said limited liability limited

partnership. The share of the profits or the other compensation by way of income which each limited partner shall receive by reason of his contribution to the limited liability limited partnership shall be as follows:

Charles F. Noack-	Twenty-five (25%) percent of the profits of said limited liability limited partnership.
Martha B. Carter, Trustee-	Thirty-seven and One-half (37.5%) percent of the profits of said limited liability limited partnership.
Joseph J. Carter, Jr., Trustee-	Twelve and One-half (12.5%) percent of the profits of said limited liability limited partnership.

Said percentages may increase or decrease proportionately according to the number of partners in the partnership.

10. Losses. The liability of the limited partners for the losses of the partnership shall in no event exceed the amount of: $90,000.00 as to Charles F. Noack; $45,000.00 as to Joseph J. Carter, Jr., Trustee; $135,000.00 as to Martha B. Carter, Trustee. Any losses in excess of such amounts shall be borne solely by the general partner.

11. Registered Agent. The Registered Agent for the partnership shall be Joseph J. Carter, Jr., 1049 Sunset Dr., Lake Wales, FL 33853.

IN WITNESS WHEREOF, the undersigned general partner and limited partners have executed this agreement at Lake Wales, Florida, this 19th day of June, 2003, and filed same in accordance with Section 620.109 Florida Statutes.

GENERAL PARTNER

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Joseph J. Carter, Jr., Trustee
Registered Agent

LIMITED PARTNERS

Charles F. Noack

Martha B Carter

Martha B. Carter, Trustee

Joseph J. Carter, Jr., Trustee

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that the foregoing Amendment and Restatement of Limited Partnership Agreement was acknowledged before me this 19th day of June, 2003, by JOSEPH J. CARTER, JR., Trustee, [ ] who is personally known to me or [X] who has produced Drivers License as identification.

FILED
AUG 18 PM 3:02
FLA.
FLORIDA

Darlene Wilson (print name)
Notary Public/State of Florida at Large

My Commission Expires: (SEAL)

Darlene Wilson
MY COMMISSION # DD179795 EXPIRES
January 23, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that the foregoing Amendment and Restatement of Limited Partnership Agreement was acknowledged before me this 19th day of June, 2003, by MARTHA B. CARTER, Trustee, [ ] who is personally known to me or [X] who has produced Drivers License as identification.

Darlene Wilson (print name)
Notary Public/State of Florida at Large

My Commission Expires: (SEAL)

Darlene Wilson
MY COMMISSION # DD179795 EXPIRES
January 23, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF Georgia
COUNTY OF Gwinnett

I HEREBY CERTIFY that the foregoing Amendment and Restatement of Limited Partnership Agreement was acknowledged before me this 19th day of June, 2003, by CHARLES F. NOACK, [ ] who is personally known to me or [✓] who has produced GA dlic as identification.

Laura Rabago (print name)
Notary Public/State of ~~Florida~~ Georgia at Large

LAURA M. RABAGO
NOTARY PUBLIC
GWINNETT CO., GEORGIA
MY COMMISSION EXPIRES
JAN 11 2006

My Commission Expires: 01/11/06 (SEAL)