

A07 420

(Requestor's Name)

James Melcher
BALESTRA CAPITAL, LTD
1185 AVENUE OF THE AMERICAS
32ND FLOOR
NEW YORK, NY 10036

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

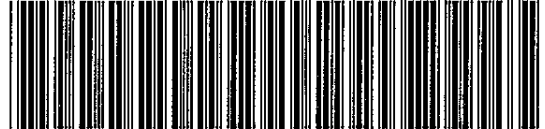
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The Groves Realty Group, Ltd.

C/o James L. Melcher
1185 Avenue of the Americas
32nd Floor
New York, NY 10036
Tel: (212) 768-9000
Fax: (212) 768-1883

June 1, 2005

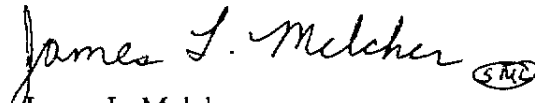
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Please file the enclosed Amended and Restated Certificate of Limited Partnership for The Groves Realty Group, Ltd. Please send back a certified copy of the filing in the enclosed Federal Express envelope.

Thank you for your attention to this matter. Please feel free to contact me with any questions.

Sincerely,


James L. Melcher

2005 JUN -6 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FL 32399

6/1/05

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GROVES REALTY GROUP, LTD.

The name of the limited partnership is The Groves Realty Group, Ltd. (the "Partnership"). The Certificate of Limited Partnership of the Partnership was originally filed with the Department of State of the State of Florida on April 16, 1979 pursuant to the provisions of Section 620.02 of the Florida Uniform Limited Partnership Law, as amended. The Certificate of Limited Partnership of the Partnership is hereby amended, in accordance with the provisions of Sections 620.109 and 620.184(3) of the Florida Revised Uniform Limited Partnership Act, as amended, to reflect that the duration of the Partnership has been extended so that it shall remain in existence in perpetuity unless sooner dissolved.

This Amended and Restated Certificate supercedes all prior Certificates of Limited Partnership and all Amendments thereto.

The Certificate of Limited Partnership of the, Partnership is hereby amended and restated to read in full as follows:

1. The name of the limited partnership is The Groves Realty Group, Ltd. (the "Partnership").
2. The business address of the Partnership is:

6775 Silver Star Road
Orlando, Florida 32818
3. The name and Florida address of the Registered Agent for Service of Process for the Partnership is:

SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-11-01 BY 1043
2005 JAN -6 PM 12:33

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

4. The name and business address of the sole general partner of the Partnership is:

JLM Groves, L. C.
6775 Silver Star Road
Orlando, Florida 32818

695-6610

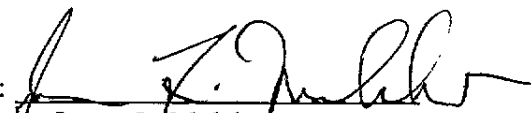
5. The Partnership shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Amended and Restated Certificate of Limited Partnership on behalf of the Partnership for filing with the Department of State of the State of Florida this 1st day of June, 2005.

THE GROVES REALTY GROUP, LTD.

By JLM GROVES, L. C., as General Partner

By:


James L. Melcher
Member

2005 JUN -6 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/1/2005