

Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
CNC PARTNERS, LLLP

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
CNC PARTNERS, LLLP**

On this 27th day of January, 2014, the undersigned, hereby adopts the Amended and Restated Certificate of Limited Partnership for CNC PARTNERS, LLLP, a Florida limited liability limited partnership, as follows:

1. **Name and Limited Liability Status.** The name of the Partnership is CNC PARTNERS, LLLP. The Limited Partnership elects limited liability limited partnership status.

2. **Registered Agent and Registered Office.** The name and address of the Partnership's registered agent and registered office address as required to be maintained by FLA. STAT. § 620.105 is David A. Holmes, 99 Nesbit Street, Punta Gorda, Florida 33950.

3. **Business Address.** The business and mailing address of the Partnership is 123 Creek Drive, Port Charlotte, FL 33952.

4. **General Partner.** The name and address of the General Partner of the Partnership is:

Nicholas J. Connors
123 Creek Drive
Port Charlotte, FL 33952

5. **Period of Existence.** The period of existence of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State--Corporations Division and shall continue until dissolution or December 31, 2063.

6. **Limited Partnership Agreement.** Any limited partnership agreement of the Partnership (the "Limited Partnership Agreement") must be in writing.

7. **Management.** The Partnership shall be managed by its General Partner in accordance with the procedures prescribed in the Limited Partnership Agreement; provided, however, that without prior written consent or authorization by the majority in interest of the Limited Partners of the Partnership, no General Partner shall be authorized to take any action set forth below:

a. commit act in contravention or violation of this certificate of limited partnership or the limited partnership agreement;

b. commit any act which would make it impossible to carry on the ordinary business of the partnership;

c. confess a judgment against the partnership;

d. possess any partnership property, or assign the rights of the partners in partnership property, for other than a partnership purpose;

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e. assign partnership property or assets in trust for creditors or on the basis of an assignee's promise or undertaking to pay the debts or obligations of the partnership;

f. commingle partnership funds with the funds of others, or

g. admit a person or entity as a general partner of the partnership except as provided in the limited partnership agreement.


IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as the General Partner of the Partnership.

GENERAL PARTNER:


NICHOLAS J. CONNORS

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID A. HOLMES
Registered Agent

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