



THE UNITED STATES  
CORPORATION  
COMPANY

A22128

ACCOUNT NO. : 072100000032

REFERENCE : 652413 4372242

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ ~~67.50~~

ORDER DATE : December 30, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 652413-005

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CUSTOMER NO: 4372242

CUSTOMER: Frank J. Rief III, Esq  
Mcwhirter Reeves McGlothlin  
Suite 2800  
100 North Tampa Street  
Tampa, FL 33602-5128

DOMESTIC AMENDMENT FILING

NAME: PRICE REALTY, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: *BK*

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97 DEC 30 AM 11:54

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12/30/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1997

CINDY HARRIS  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: PRICE REALTY, LTD.  
Ref. Number: A22128

**RESUBMIT**  
Please give original  
submission date as file date.

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We have received your document for PRICE REALTY, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The filing fee for this is \$52.50. And when added to the \$52.50 Certified Copy fee, the AMOUNT REQUIRED is \$105.00. Please send us a note or call to authorize us to change the COST LIMIT amount to \$105.00.

ALSO, in order to be an AMENDED AND RESTATED CERTIFICATE, this document would have to contain some ADDITIONAL INFORMATION. It would have to state the the partnership's PRINCIPAL OFFICE ADDRESS and its MAILING ADDRESS. And it would have to state the NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT.

If you did not wish to add this information, you could simply RETITLE the document calling it a "CERTIFICATE OF AMENDMENT" or "AMENDED CERTIFICATE OF LIMITED PARTNERSHIP."

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 797A00060840

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PRICE REALTY, LTD.  
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being the general partners of Price Realty, Ltd, (the "Partnership"), for the purpose of amending and restating the currently existing First Amendment in Nature of a Complete Substitution to the Agreement and Amended and Restated Certificate of Limited Partnership set forth herein, do hereby associate themselves together and sign and swear to this Amended and Restated Certificate of Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Sections 620.109 and 620.114(1)(b), Florida Statutes, and state the following:

WHEREAS, the Partnership was formed upon the filing of an Agreement and Certificate of Limited Partnership with the Office of the Secretary of State in the State of Florida on February 27, 1986, which was amended by the filing of the First Amendment in Nature of a Complete Substitution to the Agreement and Certificate of Limited Partnership on December 30, 1986, and the Amended and Restated Certificate of Limited Partnership filed on February 15, 1988 (the "Certificate of Limited Partnership"); and

WHEREAS, CHARLES M. PRICE, JR., a general partner died a resident of the State of Florida on October 3, 1993 and Helen C. Price was appointed Personal Representative of his estate; and

WHEREAS, CHARLES M. PRICE, JR. and the CHARLES M. PRICE, JR. REVOCABLE TRUST were general partners, owning a total 29.36% interest in Price Realty, Ltd. and as a result of the death of Charles M. Price, Jr. said interest passed to the following named beneficiaries:

PICKENS C. PRICE	14.68%
WILLIAM F.E. PRICE	14.68%

WHEREAS, all of the general partners in the Partnership desire to change the name and address of the managing partner and to extend the time for which the Partnership shall be dissolved and otherwise Amend the Certificate of Limited Partnership.

NOW THEREFORE, the Certificate of Limited Partnership is amended and restated and replaces, as follows:

1. The Name of the Partnership is Price Realty, Ltd.
2. The Name and address of the managing general partner for the Partnership is Pickens C. Price, 14022 5th Street, Suite C, Dade City, FL 33525 or Post Office Box 1165, Dade City, FL 33526.
3. The names and addresses of the general partners are as follows:

Pickens C. Price  
2511 Prospect Road  
Tampa, FL 33629

William F.E. Price  
2511 Prospect Road  
Tampa, FL 33629

4. The latest date upon which the Partnership shall dissolve is December 31, 1998.

The execution of this Certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the general partners of Price Realty, Ltd. this 29 day of December, 1997.

Pickens C. Price  
PICKENS C. PRICE, a General  
Partner of Price Realty, Ltd.

W.L. F.E. Price  
WILLIAM F.E. PRICE, a General  
Partner of Price Realty, Ltd.

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