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June 21, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/26/00--01105--001
*****52.50 *****52.50

Re: Organizational Documents

To Whom It May Concern:

Enclosed please find and file the following items from the list below:

- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., together with check # 120117 in the amount of \$52.50;
- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., together with check # 120118 in the amount of \$52.50;
- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Warehousing and Distribution, Ltd., together with check # 120119 in the amount of \$52.50;
- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Warehousing and Distribution, Ltd., together with check # 120120 in the amount of \$52.50;
- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Fruit Groves, Ltd., together with check # 120121 in the amount of \$52.50;
- Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Fruit Groves, Ltd., together with check # 120122 in the amount of \$52.50;
- Amended and Restated Certificate of Limited Partnership of Mabel Groves, Limited, together with check # 120123 in the amount of \$52.50;
- Second Amendment to Limited Partnership Agreement of Mabel Groves, Limited, together with check # 120124 in the amount of \$52.50;

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TALLAHASSEE, FLORIDA

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- Amended and Restated Certificate of Limited Partnership of Michigan Properties, Limited, together with check # 120125 in the amount of \$52.50;
- Second Amendment to Limited Partnership Agreement of Michigan Properties, Limited, together with check # 120126 in the amount of \$52.50;
- Third Amendment to Limited Partnership Agreement of Michigan Properties, Limited, together with check # 120127 in the amount of \$52.50;
- Amendment to Partnership Agreement of C & W Properties, together with check # 120135 in the amount of \$25.00.

Please call me if you have any questions regarding this matter.

Very truly yours,



William S. Vanos

WSV/trm
Enclosures

C: Peter L. Lopez

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP OF
CENTER LAKE PROPERTIES, LTD.**

This Certificate of Amendment to Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., executed by Pineloch Management Corporation, as General Partner of Center Lake Properties, Ltd.

WITNESSETH:

WHEREAS, the name of the Limited Partnership is Center Lake Properties, Ltd.; and

WHEREAS, the Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., was filed with the Department of State of the State of Florida on September 29, 1986 as amended by Certificate of Amendment to Agreement and Certificate of Limited Partnership filed with the Department of State of the State of Florida January 22, 1988, and by Certificate of Amendment to Agreement and Certificate of Limited Partnership filed with the Department of State of the State of Florida October 20, 1988, and by Certificate of Amendment to Agreement and Certificate of Limited Partnership filed with the Department of State of the State of Florida February 6, 1989, and by Certificate of Amendment to Agreement and Certificate of Limited Partnership filed with the Department of State of the State of Florida January 19, 1990; and

WHEREAS, Exhibit "A" to the Certificate of Amendment to Agreement and Certificate of Limited Partnership filed January 19, 1990 sets forth the percentage interest of the General Partner and the Limited Partners; and

WHEREAS, pursuant to that certain Separation Sale and Release Agreement dated October 25, 1999, John J. Walsh, Jr. (individually and as Trustee for Beth A. Walsh, Scott D. Walsh and John J. Walsh, III), P. James Walsh, Judith W. LaRue (individually and as custodian for Christopher W. Hutchinson and Laura Hutchinson), Catherine W. Wilson (individually and as custodian for Amelia J. Wilson), Mary Gail Caruso, John J. Walsh and Linda Beth Walsh have sold their interests in Center Lake Properties Ltd. in accordance with the provisions of the Agreement and Certificate of Limited Partnership; and

WHEREAS, by virtue of said transfers of interests, the current percentage interest of the General Partner and Limited Partners have been modified as set forth herein; and

WHEREAS, the undersigned hereby desires to amend the Agreement and Certificate of Limited Partnership of Center Lake Properties Ltd. as set forth herein;

NOW THEREFORE, the undersigned, as General Partner, hereby adopts and executes this Certificate of Amendment to Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd.

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1. Exhibit "A" to the Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., is hereby deleted in its entirety, and a new Exhibit "A" as attached hereto is hereby incorporated as Exhibit "A" to the Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., in order to reflect the current percentage interests of the General Partner and Limited Partners of the Partnership.

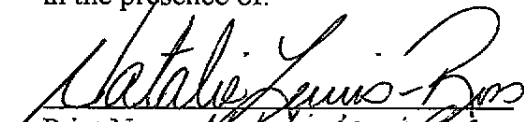
2. Paragraph 10.2 of the Agreement and Certificate of Limited Partnership is hereby amended by adding the following sentence to the end of the paragraph:

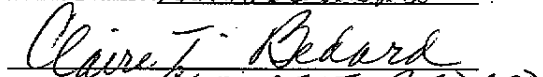
"Notwithstanding anything to the contrary herein, no party shall have any first refusal rights unless that party is an owner of an interest in the Partnership at the time that the first refusal rights accrue."

3. Except as modified herein, the Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd., and the Exhibits attached thereto shall otherwise remain unchanged and in full force and effect.


IN WITNESS WHEREOF, the undersigned, as General Partner of Center Lake Properties, Ltd., being first duly sworn, has executed this Certificate of Amendment to the Agreement and Certificate of Center Lake Properties, Ltd., as of the 31st day of December, 1999.

Signed, sealed and delivered
in the presence of:


Print Name: Natalie Lewis-Ross


Print Name: CLAIRE T. BEDARD

PINELOCH MANAGEMENT
CORPORATION

By: 
Print Name: _____

General Partner

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EXHIBIT "A"

<u>NAME</u>	<u>PERCENTAGE OF INTEREST</u>
Pineloch Management Corp.	1.421764 %
Caruso, Dolores M.	0.080714 %
Caruso, Phylis P.	6.489982 %
Caruso, Carolyn D.	6.489982 %
Caruso, Philip P., Jr.	5.944338 %
Mitchell, Amelia C.	6.577668 %
Caruso, Laurel A.	7.092674 %
Caruso, Philip P., Jr., as Custodian for Caruso, Philip P. III UFGTMA	0.321347 %
Caruso, Philip P., Jr., as Custodian for Caruso, Matthew W. UFGTMA	0.321347 %
Caruso, Penny M., as Custodian for Philip P., III UFGTMA	0.062131 %
Caruso, Penny M., as Custodian for Matthew W. UFGTMA	0.062131 %
Caruso, Penny M., as Custodian for Daniella M. UFGTMA	0.383478 %
JEF Irrevocable Trust Agreement Dated 11/14/95	0.161441 %
JPF Irrevocable Trust Agreement Dated 11/14/95	0.161441 %
JRF Irrevocable Trust Agreement Dated 11/14/95	0.161441 %
Mitchell, Amelia C., as Custodian for Mitchell, Rachel Claire UFGTMA	0.198265 %
Mitchell, Amelia C., as Custodian for Mitchell, Scottie B. UFGTMA	0.198265 %
TMF Irrevocable Trust Agreement Dated 11/9/95	0.242411 %
JCF Irrevocable Trust Agreement Dated 11/9/95	0.241899 %
Caruso, Stephen M.	7.883292 %
Caruso, Jill W.	0.749924 %
Caruso, James P.	8.722004 %
Caruso, Christine S.	1.144690 %
Caruso, Austin A., Jr.	8.324423 %
Caruso, Carole Hart	0.510285 %
Caruso, Julie B., Trust Dated 8/31/90	1.032112 %
Caruso, Stephen M., Jr. Trust Dated 2/23/94	1.032111 %
Caruso, Leslie M. Trust Dated 9/13/89	1.032112 %
Caruso, Natalie P. Trust Dated 9/9/94	0.620953 %
Caruso, Marcella M. Trust Dated 2/15/96	0.620953 %
Caruso, James P. Trust	0.620953 %
Caruso, William A. Trust Dated 9/13/89	0.578968 %
Caruso, Quentin M. Trust Dated 9/13/89	0.578968 %
Caruso C. Shannon Trust Dated 9/13/89	0.578968 %
Caruso (Glover), Anna O. Trust Dated 9/8/90	0.578968 %
Caruso, Brian A. Trust Dated 3/20/94	0.576968 %
Caruso, Michael N.	6.881058 %
Caruso, John Paul	6.990284 %
Pineloch Acquisition Co., L.C.	4.923324 %
Carroll Cove Asset Trust Dated 12/30/99	2.076480 %
Brooks, Ann Caruso	6.999804 %
Caruso, Sarah Lynne	0.036409 %
Caruso, Ronald August	0.036409 %
Caruso, Amanda Jean	0.036409 %
Brooks, Ann C., Custodian for Jeffrey M. Brooks	0.054613 %
Brooks, Ann C., Custodian for Philip N. Brooks	0.054613 %
Caruso, Michael and Elaine	<u>0.109226 %</u>
	100%

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