

09/05/2001 08:51 FAX 407 4231831

Division of Corporations

DEAN MEAD ORLANDO

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Florida Department of State
Division of Corporations
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From:

Account Name : DEAN, MEAD, EGBERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

AL

LIMITED PARTNERSHIP AMENDMENT

CENTER LAKE PROPERTIES, LTD.

Certificate of Status	0
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**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. (this "Amendment") is executed this 21st day of February, 2001 by Pineloch Management Corporation ("General Partner"), as General Partner of Center Lake Properties, Ltd., a Florida limited partnership (the "Limited Partnership").

RECITALS:

- A. The name of the Limited Partnership is Center Lake Properties, Ltd.
- B. 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 Certificates of Amendment to Agreement and Certificate of Limited Partnership which were filed with the Department of State of the State of Florida on January 22, 1988, October 20, 1988, February 6, 1989, January 19, 1990 and July 3, 2000 (collectively, the "Original Agreement").
- C. Exhibit "A" to the Certificate of Amendment to Agreement and Certificate of Limited Partnership filed on July 3, 2000 sets forth the percentage interests of the General Partner and the Limited Partners.
- D. Effective as of January 1, 2000, Pineloch Acquisitions Company, L.C. ("PAC") assigned a .15% interest as a Limited Partner in the Limited Partnership to J. Paul Caruso and a .13% interest as a Limited Partner in the Limited Partnership to Michael N. Caruso, and The Carroll Cove Asset Trust dated December 30, 1999 ("CCT") assigned a 2.185706% interest as a Limited Partner in the Limited Partnership to PAC.
- E. Effective as of January 1, 2001, the General Partner and each of the Limited Partners (other than PAC) purchased a portion of PAC's interest as a Limited Partner in the Limited Partnership, and PAC separately purchased additional interests as a Limited Partner in the Limited Partnership from J. Paul Caruso and Ann Caruso Brooks.

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. to amend Exhibit "A" to the Original Agreement to reflect the transfers referred to in Paragraphs D and E of the Recitals.

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1. Recitals. The recitals as set forth in Paragraphs A through E above are true and correct in all respects, and are incorporated herein as fully as if set forth herein verbatim.

2. Amendment. The Original Agreement shall be amended to delete Exhibit A attached thereto and to substitute Exhibit "A" attached hereto and made a part hereof, as a new Exhibit "A" to the Original Agreement.

Except as set forth above, the terms and conditions of the Original Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, as General Partner has executed and delivered this Amendment as of the day and year first above written.

Witnesses:

" GENERAL PARTNER "

Pineloch Management Corp.

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: James P. Caruso
James P. Caruso, President

Tim M. Shender
Print Name: Tim M. Shender

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

The undersigned, constituting all of the Limited Partners of Center Lake Properties, Ltd., hereby join in the execution of the Certificate of Amendment to Agreement and Certificate of Limited Partnership of Center Lake Properties, Ltd. dated the 21st day of February, 2001 in order to evidence their consent to the terms thereof.

This Joinder may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Witnesses:

"LIMITED PARTNERS"

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Phyllis P. Caruso
Phyllis P. Caruso

Tina M. Shrader
Print Name: Tina M. Shrader

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Paul Caruso
Paul Caruso

Tina M. Shrader
Print Name: Tina M. Shrader

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Stephen M. Caruso
Stephen M. Caruso

Tina M. Shrader
Print Name: Tina M. Shrader

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Claire T. Bedard
Print Name: CLAIRE T. BEDARD

James P. Caruso
James P. Caruso

Tina M. Shroder
Print Name: Tina M. Shroder

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Austin A. Caruso, Jr.
Austin A. Caruso, Jr.

Tina M. Shroder
Print Name: Tina M. Shroder

Julie B. Caruso Trust Dated 8/31/90

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: SM Caruso, Tr
Stephen M. Caruso, Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

Leslie M. Caruso Trust Dated 9/13/89

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: SM Caruso, Tr
Stephen M. Caruso, Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

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Natalie P. Caruso Trust Dated 9/9/94

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: James P. Caruso
James P. Caruso, Trustee

Tina M. Shredler
Print Name: Tina M. Shredler

Marcella M. Caruso Trust Dated 2/15/96

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: James P. Caruso
James P. Caruso, Trustee

Tina M. Shredler
Print Name: Tina M. Shredler

James P. Caruso, Jr. Trust

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: James P. Caruso
James P. Caruso, Trustee

Tina M. Shredler
Print Name: Tina M. Shredler

William A. Caruso Trust Dated 9/13/89

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Austin A. Caruso, Jr.
Austin A. Caruso, Jr., Trustee

Tina M. Shredler
Print Name: Tina M. Shredler

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Quentin M. Caruso Trust Dated 9/13/89

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Austin A. Caruso, Jr.
Austin A. Caruso, Jr., Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

C. Shannon Caruso Trust Dated 9/13/89

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Austin A. Caruso, Jr.
Austin A. Caruso, Jr., Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

Anna O. Caruso (Glover) Trust Dated 9/8/90

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Austin A. Caruso, Jr.
Austin A. Caruso, Jr., Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

Brian A. Caruso Trust Dated 3/20/94

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Austin A. Caruso, Jr.
Austin A. Caruso, Jr., Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

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TALLAHASSEE FLORIDA

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Claire T. Bedard
 Print Name: CLAIRE T. BEDARD

Michael N. Caruso
 Michael N. Caruso

Tina M. Shroder
 Print Name: Tina M. Shroder

E. Jerome Brooks
 Print Name: E. JEROME BROOKS

Ann Caruso Brooks
 Ann Caruso Brooks

Tina M. Shroder
 Print Name: Tina M. Shroder

David K. Reto
 Print Name: DAVID K. RETO

Sarah Lynne Caruso
 Sarah Lynne Caruso

Tina M. Shroder
 Print Name: Tina M. Shroder

Claire T. Bedard
 Print Name: CLAIRE T. BEDARD

Ronald August Caruso
 Ronald August Caruso

Tina M. Shroder
 Print Name: Tina M. Shroder

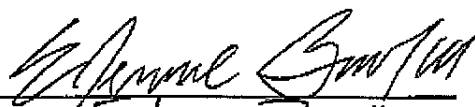
Claire T. Bedard
 Print Name: CLAIRE T. BEDARD

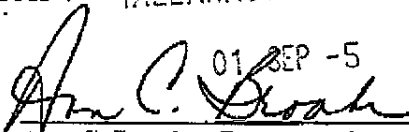
Amanda Jean Caruso
 Amanda Jean Caruso

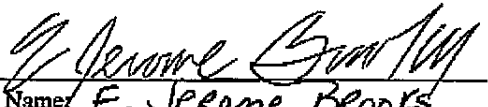
Tina M. Shroder
 Print Name: Tina M. Shroder

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Print Name: E. Jerome Brooks


Ann C. Brooks, Custodian for Jeffrey M. Brooks


Print Name: E. Jerome Brooks


Print Name: CLAIRE T. BEDARD


Ann C. Brooks, Custodian for Philip N. Brooks

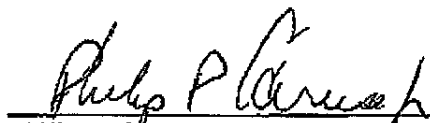

Print Name: Tina M. Shrader

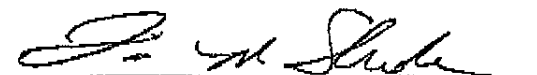

Print Name: CLAIRE T. BEDARD


Carolyn D. Caruso

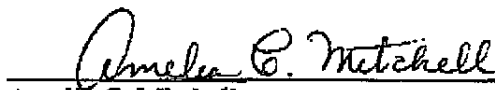

Print Name: Tina M. Shrader


Print Name: CLAIRE T. BEDARD


Philip P. Caruso, Jr.


Print Name: Tina M. Shrader


Print Name: CLAIRE T. BEDARD


Amelia C. Mitchell


Print Name: Tina M. Shrader

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Clair T. Bedard
Print Name: CLAIRE T. BEDARD

Laurel A. Caruso
Laurel A. Caruso

Tina M. Shroder
Print Name: Tina M. Shroder

Clair T. Bedard
Print Name: CLAIRE T. BEDARD

Philip P. Caruso, Jr.
Philip P. Caruso, Jr., as Custodian for Philip P. Caruso, III UFGTMA

Tina M. Shroder
Print Name: Tina M. Shroder

Nancy Bliss
Print Name: Nancy Bliss

Philip P. Caruso, Jr.
Philip P. Caruso, Jr., as Custodian for Matthew W. Caruso UFGTMA

Tina M. Shroder
Print Name: Tina M. Shroder

Nancy Bliss
Print Name: Nancy Bliss

Penny M. Caruso, Jr.
Penny M. Caruso, Jr. as Custodian for Daniella M. Caruso UFGTMA

Tina M. Shroder
Print Name: Tina M. Shroder

JEF Irrevocable Trust Agreement Dated 11/14/95

Nancy Bliss
Print Name: Nancy Bliss

By: Carolyn D. Caruso Trustee
Carolyn D. Caruso, Trustee

Tina M. Shroder
Print Name: Tina M. Shroder

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JPF Irrevocable Trust Agreement Dated
11/14/95

Nancy Bliss
Print Name: Nancy Bliss

By: Carolyn D. Caruso Trustee
Carolyn D. Caruso, Trustee

Tina M. Strader
Print Name: Tina M. Strader

JRF Irrevocable Trust Agreement Dated
11/14/95

Nancy Bliss
Print Name: Nancy Bliss

By: Carolyn D. Caruso Trustee
Carolyn D. Caruso, Trustee

Tina M. Strader
Print Name: Tina M. Strader

TMF Irrevocable Trust Agreement Dated
11/9/95

Nancy Bliss
Print Name: Nancy Bliss

By: Phylis P. Caruso
Phylis P. Caruso, Trustee

Tina M. Strader
Print Name: Tina M. Strader

JCF Irrevocable Trust Agreement Dated
11/9/95

Nancy Bliss
Print Name: Nancy Bliss

By: Phylis P. Caruso
Phylis P. Caruso, Trustee

Tina M. Strader
Print Name: Tina M. Strader

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Nancy Bliss
Print Name: Nancy Bliss

Tina M Shraden
Print Name: Tina M Shraden

Nancy Bliss
Print Name: Nancy Bliss

Tina M Shraden
Print Name: Tina M Shraden

Nancy Bliss
Print Name: Nancy Bliss

Tina M Shraden
Print Name: Tina M Shraden

Nancy Bliss
Print Name: Nancy Bliss

Tina M Shraden
Print Name: Tina M Shraden

Nancy Bliss
Print Name: Nancy Bliss

Tina M Shraden
Print Name: Tina M Shraden

Penny M. Caruso
Penny M. Caruso, as Custodian for Philip P.
Caruso, III UFGTMA

Penny M. Caruso
Penny M. Caruso, as Custodian for Matthew
W. Caruso UFGTMA

Amelia C. Mitchell
Amelia C. Mitchell, as Custodian for Scottie
B. Mitchell UFGTMA

Amelia C. Mitchell
Amelia C. Mitchell, as Custodian for Rachel
Claire Mitchell UFGTMA

Jill W. Caruso
Jill W. Caruso

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Nancy Bliss
Print Name: Nancy Bliss

Christine S. Caruso
Christine S. Caruso

Tim M. Shroder
Print Name: Tim M. Shroder

Nancy Bliss
Print Name: Nancy Bliss

Carole Hart Caruso
Carole Hart Caruso

Tim M. Shroder
Print Name: Tim M. Shroder

Stephen M. Caruso, Jr. Trust Dated 2/23/94

Nancy Bliss
Print Name: Nancy Bliss

By: SM Caruso, Jr
Stephen M. Caruso, Trustee

Tim M. Shroder
Print Name: Tim M. Shroder

Pineloch Acquisitions Company, L.C.

Nancy Bliss
Print Name: Nancy Bliss

By: Paul Caruso Trustee
J. Paul Caruso, as Trustee of The Carroll
Cove Asset Trust dated 12/30/99,
Manager

Tim M. Shroder
Print Name: Tim M. Shroder

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The Carroll Cove Asset Trust Dated
12/30/99

Nancy Bliss
Print Name: Nancy Bliss

By: Paul Caruso Trustee
Paul Caruso, Trustee

Tina M. Shredex
Print Name: Tina M. Shredex

Nancy Bliss
Print Name: Nancy Bliss

Dolores M. Caruso
Dolores M. Caruso

Tina M. Shredex
Print Name: Tina M. Shredex

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EXHIBIT "A"
FOR
CENTER LAKE PROPERTIES, LTD.

Pineloch Management Corporation	1.470040%
Dolores M. Caruso	0.083454%
Phylis P. Caruso	6.710350%
Carolyn D. Caruso	6.710350%
Philip P. Caruso, Jr.	6.146178%
Amelia C. Mitchell	6.801013%
Laurel A. Caruso	7.333505%
Philip P. Caruso, Jr. as Custodian for Philip P. Caruso III, UFGTMA	0.332258%
Philip P. Caruso, Jr. as Custodian for Matthew W. Caruso, UFGTMA	0.332258%
Penny M. Caruso as Custodian for Philip P. Caruso III, UFGTMA	0.064241%
Penny M. Caruso as Custodian for Matthew W. Caruso, UFGTMA	0.064241%
Penny M. Caruso as Custodian for Daniella M. Caruso, UFGTMA	0.396499%
JEF Irrevocable Trust Agreement, DTD 11/14/95	0.166923%
JPF Irrevocable Trust Agreement, DTD, 11/14/95	0.166923%
JRF Irrevocable Trust Agreement, DTD, 11/14/95	0.166923%
Amelia C. Mitchell as Custodian for Rachel Claire Mitchell, UFGTMA	0.204997%
Amelia C. Mitchell as Custodian for Scottie B. Mitchell, UFGTMA	0.204997%
TMF Irrevocable Trust Agreement, DTD, 11/9/95	0.250642%
JCF Irrevocable Trust Agreement, DTD, 11/9/95	0.250112%
Stephen M. Caruso	8.150969%
Jill W. Caruso	0.775387%
James P. Caruso	9.018159%
Christine S. Caruso	1.183558%
Austin A. Caruso, Jr.	8.607079%
Carole Hart Caruso	0.527612%
Julie B. Caruso Trust, DTD, 8/31/90	1.067157%
Stephen M. Caruso, Jr., Trust, DTD, 2/23/94	1.067156%
Leslie M. Caruso Trust, DTD, 9/13/89	1.067157%
Natalie P. Caruso Trust, DTD, 9/9/94	0.642037%
Marcella M. Caruso Trust, DTD, 2/15/96	0.642037%
James P. Caruso, Jr. Trust	0.642037%
William A. Caruso Trust, DTD, 9/13/89	0.598627%
Quentin M. Caruso Trust, DTD, 9/13/89	0.598627%

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C. Shannon Caruso Trust, DTD, 9/13/89	0.598627%
Anna O. Caruso (Glover) Trust, DTD, 9/8/90	0.598627%
Brian A. Caruso Trust DTD, 3/20/94	0.598627%
Michael N. Caruso	7.249118%
John Paul Caruso	7.262034%
Pineloch Acquisition Company	4.023786%
Ann Caruso Brooks	6.999804%
Sarah Lynne Caruso	0.037645%
Ronald August Caruso	0.037645%
Amanda Jean Caruso	0.037645%
Ann C. Brooks, Custodian for Jeffrey M. Brooks	0.056467%
Ann C. Brooks, Custodian for Philip N. Brooks	0.056467%

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