

A23337

Requester's Name

William S. Vanos, Esq.
Lowndes Drosdick Doster et al
P.O. Box 2809
Orlando, FL 32802

City/State/Zip

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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*****52.50 *****52.50

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initial

A23337
7/3

**CERTIFICATE OF AMENDMENT TO AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP OF
SOUTHERN FRUIT GROVES, LTD.**

This Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Fruit Groves, Ltd., executed by Pineloch Management Corporation, as General Partner of Southern Fruit Groves, Ltd.

WITNESSETH:

WHEREAS, the name of the Limited Partnership is Southern Fruit Groves, Ltd.; and

WHEREAS, the Agreement and Certificate of Limited Partnership of Southern Fruit Groves, 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 Southern Fruit Groves 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 interests 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 Southern Fruit Groves 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 Southern Fruit Groves, Ltd.

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1. Exhibit "A" to the Agreement and Certificate of Limited Partnership of Southern Fruit Groves, 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 Southern Fruit Groves, Ltd., in order to reflect the current percentage interests of the General Partner and Limited Partners of the Partnership.

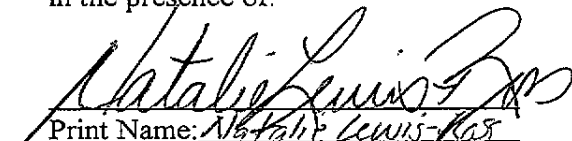
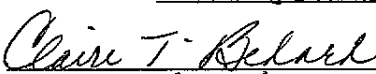
2. Paragraph 10.2 of the Agreement and Certificate of Limited Partnership is hereby amended by adding the following sentence to the end of the paragraph:

"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."

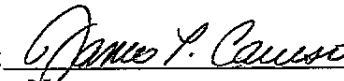
3. Except as modified herein, the Agreement and Certificate of Limited Partnership of Southern Fruit Groves, Ltd., and the Exhibits attached thereto shall otherwise remain unchanged and in full force and effect.

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

Signed, sealed and delivered
in the presence of:


Print Name: NATALIE LEWIS-RAS

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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