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Division of Corporations

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Florida Department of State

Division of Corporations

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From:

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Account Number : 076077001702

Phone : (407) 841-1200

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AL

LIMITED PARTNERSHIP AMENDMENT

SOUTHERN FRUIT GROVES, LTD.

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

RECITALS:

- A. The name of the Limited Partnership is Southern Fruit Groves, Ltd.
- B. 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 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 Southern Fruit Groves, 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.

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

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

The undersigned, constituting all of the Limited Partners of Southern Fruit Groves, Ltd., hereby join in the execution of the Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Fruit Groves, 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"

Nancy Bliss
Print Name: Nancy Bliss

Phyllis P. Caruso
Phyllis P. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

J. Paul Caruso
J. Paul Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Stephen M. Caruso
Stephen M. Caruso

Mildred Cruz
Print Name: Mildred Cruz

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

The undersigned, constituting all of the Limited Partners of Southern Fruit Groves, Ltd., hereby join in the execution of the Certificate of Amendment to Agreement and Certificate of Limited Partnership of Southern Fruit Groves, Ltd. dated the ___ 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"

Nancy Bliss
Print Name: Nancy Bliss

Phylis P. Caruso
Phylis P. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

J. Paul Caruso
J. Paul Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Stephen M. Caruso
Stephen M. Caruso

Mildred Cruz
Print Name: Mildred Cruz

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Nancy Bliss
Print Name: Nancy Bliss

James P. Caruso
James P. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

Julie B. Caruso Trust Dated 8/31/90

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

Leslie M. Caruso Trust Dated 9/13/89

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

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Natalie P. Caruso Trust Dated 9/9/94

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

Marcella M. Caruso Trust Dated 2/15/96

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

James P. Caruso, Jr. Trust

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

William A. Caruso Trust Dated 9/13/89

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

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Quentin M. Caruso Trust Dated 9/13/89

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

C. Shannon Caruso Trust Dated 9/13/89

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

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

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

Brian A. Caruso Trust Dated 3/20/94

Nancy Bliss
Print Name: Nancy Bliss

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

Mildred Cruz
Print Name: Mildred Cruz

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Nancy Bliss
Print Name: Nancy Bliss

Michael N Caruso
Michael N. Caruso

Mildred Cruz
Print Name: Mildred Cruz

F. Jerome Brooks
Print Name: F. Jerome Brooks

Ann Caruso Brooks
Ann Caruso Brooks

Nancy Bliss
Print Name: Nancy Bliss

David K. Reto
Print Name: DAVID K. RETO

Sarah Lynne Caruso
Sarah Lynne Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Ronald August Caruso
Ronald August Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Amanda Jean Caruso
Amanda Jean Caruso

Mildred Cruz
Print Name: Mildred Cruz

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Ann C. Brooks
Print Name: E. Jerome Brooks

Ann C. Brooks
Ann C. Brooks, Custodian for Jeffrey M. Brooks

Ann C. Brooks
Print Name: E. Jerome Brooks

Nancy Bliss
Print Name: Nancy Bliss

Ann C. Brooks
Ann C. Brooks, Custodian for Philip N. Brooks

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Carolyn D. Caruso
Carolyn D. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Philip P. Caruso, Jr.
Philip P. Caruso, Jr.

Mildred Cruz
Print Name: Mildred Cruz

Nancy Bliss
Print Name: Nancy Bliss

Amelia C. Mitchell
Amelia C. Mitchell

Mildred Cruz
Print Name: Mildred Cruz

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Nancy M. Bliss
Print Name: Nancy M. Bliss

Laurel A. Caruso
Laurel A. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

JEF Irrevocable Trust Agreement Dated
11/14/95

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

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JPF Irrevocable Trust Agreement Dated
11/14/95

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

JRF Irrevocable Trust Agreement Dated
11/14/95

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

TMF Irrevocable Trust Agreement Dated
11/9/95

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

JCF Irrevocable Trust Agreement Dated
11/9/95

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

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Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Jill W. Caruso
Jill W. Caruso

Mildred Cruz
Print Name: Mildred Cruz

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Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Christine S. Caruso
Christine S. Caruso

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Carole Hart Caruso
Carole Hart Caruso

Mildred Cruz
Print Name: Mildred Cruz

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

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: SM Caruso Jr
Stephen M. Caruso, Trustee

Mildred Cruz
Print Name: Mildred Cruz

Pineloch Acquisitions Company, L.C.

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

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

Mildred Cruz
Print Name: Mildred Cruz

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The Carroll Cove Asset Trust Dated
12/30/99

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

By: Paul Caruso Trustee
Paul Caruso, Trustee

Mildred Cruz
Print Name: Mildred Cruz

Claire T. Bedard
Print Name: CLAIRE T. BEDARD

Dolores M. Caruso
Dolores M. Caruso

Mildred Cruz
Print Name: Mildred Cruz

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EXHIBIT 'A'
FOR
SOUTHERN FRUIT GROVES, 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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