

A23815

Holly Matherne
(Requestor's Name)

204 S. Monroe Street
(Address)

Tallahassee, FL 32301
(Address)

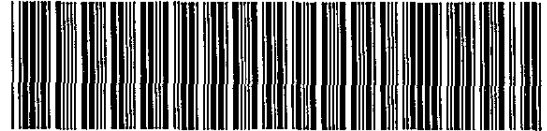
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PICK-UP WAIT MAIL

Procacci Financial Group Ltd.
(Business Entity Name)

(Document Number)

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**AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP OF PROCACCI FINANCIAL GROUP, LTD.**

The undersigned file this Amended and Restated Certificate of Limited Partnership pursuant to Section 620.109, F.S.

1. The name of the Limited Partnership is Procacci Financial Group, Ltd., formerly known as Procacci Real Estate Management Co., Ltd.
2. The original Limited Partnership Certificate was filed on December 17, 1986.
3. The Certificate of Amendment to the Limited Partnership Agreement was filed on October 27, 1989.
4. The Limited Partnership Certificate, as amended, is restated and integrated herein and further amended as follows:

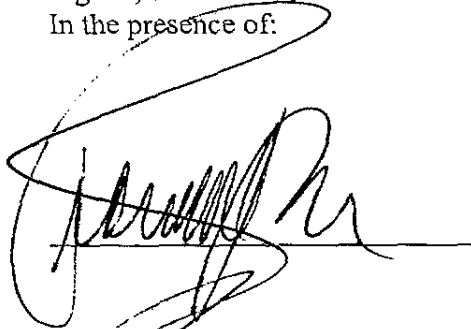
A. Procacci Commercial Realty, Inc. has withdrawn as General Partner of the Limited Partnership and Procacci Management, Inc., a Florida corporation, whose address is 5082 Coconut Creek Parkway, Margate Florida 33063, has been admitted as the new General Partner.

PO3 - 95123

B. All Partners have agreed to the withdrawal of Procacci Commercial Realty, Inc. as the General Partner and the admission of Procacci Management, Inc. as the new General Partner and to the continuation of the business of the Limited Partnership.

IN WITNESS WHEREOF, the parties have set their hands and seals this 30 day of September, 2003.

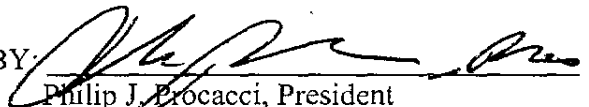
Signed, sealed and delivered
In the presence of:



PROCACCI COMMERCIAL REALTY, INC.,
A Florida corporation

BY: 
Philip J. Procacci, President

PROCACCI MANAGEMENT, INC.
A Florida corporation

BY: 
Philip J. Procacci, President

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STATE OF FLORIDA :
: ss.
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 3rd day of September, 2003, by PHILIP J. PROCACCI, as President of PROCACCI COMMERCIAL REALTY, INC. and as President of PROCACCI MANAGEMENT, INC., who is personally known to me or who has produced _____ as identification.

My Commission Expires:



Pat McNab
Signature
PAT MCNAB
Printed Name of Acknowledger
Notary Public, State of
Florida at Large

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