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5/05/00 CORPORATE DETAIL RECORD SCREEN 1:43 PM
NUM: A23996 ST:FL ACTIVE/FL LP FLD: 12/31/1986
ACT CONT: 300,000.00 FEI#: 59-2348123
NAME : EVERGLADES SUGAR AND LAND PARTNERS, LTD.
PRINCIPAL: 11601 S.W. 62ND AVE.
ADDRESS MIAMI, FL 33156
RA NAME : BENAZERA, SYBIL
RA ADDR : 11601 S.W. 62ND AVE.
MIAMI, FL 33156 US
ANN REP : (1997) I 01/03/97 (1998) I 02/16/98 (1999) I 01/05/99

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

EVERGLADES SUGAR AND LAND PARTNERS, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 26, 1986, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Amendment No. 1

See attached as Exhibit "A" and incorporated herein

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SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Sybil Benazera
SYBIL BENAZERA,
Successor Trustee

Signature(s) of new general partner(s), if applicable:

Sybil Benazera
SYBIL BENAZERA,
Successor Trustee

Dated: 2/22/00

AMENDMENT NO. 1
TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
EVERGLADES SUGAR AND LAND PARTNERS, LTD.
(as adopted effective February 22, 2000)

WHEREAS, the Certificate and Agreement of Limited Partnership ("Agreement of Limited Partnership") of Everglades Land And Sugar Partners, Ltd.(the "Partnership") was entered into effective as of December 26, 1986; and

WHEREAS, it is desirable that the Agreement of Limited Partnership be amended as provided in this **AMENDMENT NO. 1 TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF EVERGLADES SUGAR AND LAND PARTNERS, LTD.** (the "Amendment"); and

NOW, THEREFORE, the General Partner and each of the Limited Partners of the Partnership hereby agree as follows:

1. **General Partner.**

The General Partner, Ethel Burd Sernaker ("Ethel") transferred her 62-1/2% general partnership interest (the "GPI") into that certain Amendment And Restatement Of Declaration Of Trust Dated 11/22/89, as amended (the "Trust"), of which Trust Ethel was the Trustee, and remained the General Partner of the Partnership. On the 6th day of May, 1999, Ethel died and Sybil Benazera, as the Successor Trustee of the Trust, became the General Partner of the Partnership. Therefore, as of the 6th day of May, 1999, Sybil Benazera, as Successor Trustee, is and shall be designated as, the General Partner of the Partnership, with all of the rights, duties and responsibilities required of such position as set forth in the Agreement of Limited Partnership.

2. **Acknowledgment and Agreement of All (100%) of the Limited Partners of the Partnership, of Sybil Benazera as the General Partner.**

The Limited Partners hereby acknowledge and agree that Sybil Benazera, as Successor Trustee, is the General Partner of the Partnership, effective as of the 6th day of May, 1999, and reaffirm the succession of Sybil Benazera, as Successor Trustee, to the position of General Partner of the Partnership by further designating Sybil Benazera, as Successor Trustee, as the General Partner of the Partnership in accordance with the terms and conditions of the Agreement of Limited Partnership.

3. **Conflict.**

If there exists any conflict between this Amendment and the Agreement of Limited Partnership, this Amendment shall control.

7. **Counterpart Execution.**

This Amendment No. 1 may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall not be effective until one or more counterparts have been signed by each of the parties hereto.

IN WITNESS WHEREOF, the General Partner and the Limited Partners have executed this Amendment No. 1 as of the day and year first set forth above.

"GENERAL PARTNER"

Amendment And Restatement Of Declaration Of
Trust Dated 11/22/89, as amended (the "Trust")

By: 

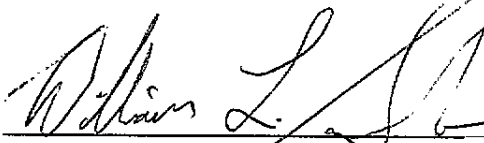
Name: **Sybil Benazera**

Title: **Successor Trustee**

"LIMITED PARTNERS"



Sybil Benazera, Limited Partner



William Sernaker, Limited Partner



Richard Sernaker, Limited Partner

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TALLAHASSEE, FLORIDA