

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED PARTNERSHIP AMENDMENT

CRESCENT NURSERYFIELDS, LTD., LLLP

Certificate of Status	0
Certified Copy	0
Page Count	03
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**SECOND AMENDMENT TO AMENDED AND RESTATED  
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP  
OF CRESCENT NURSERYFIELDS, LTD., LLLP**

THIS SECOND AMENDMENT, made and entered into as of the 10<sup>th</sup> day of June, 2002, among **BRYANT B. SKINNER, JR.** and **RUSSELL R. SKINNER** (hereinafter referred to as "General Partner" or "General Partners") and **BRYANT B. SKINNER, JR.** and **RUSSELL R. SKINNER** (hereinafter sometimes referred to as "Limited Partner," individually, and "Limited Partners," collectively).

**RECITALS:**

WHEREAS, the Partners formed a limited partnership under the laws of the State of Florida and entered into an Amended and Restated Certificate and Agreement of Limited Partnership as of February 13, 1998;

WHEREAS, the Partners entered into the First Amendment to the Amended and Restated Certificate of Agreement of Limited Partnership as of July 21, 2000 (the "Partnership Agreement");

WHEREAS, Paragraph 12.8 of the Partnership Agreement provides that it may be amended by a written agreement executed by all of the Partners; and

WHEREAS, the Partners wish to further amend the Partnership Agreement as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual benefits to be derived herefrom and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

**ITEM I**

The following Paragraph shall be added as a new Paragraph 7.5 to immediately follow the current Paragraph 7.4:

**7.5. Transfer or Encumbrance of Real Estate.**

Any General Partner of the Partnership may convey or encumber any real property in which the Partnership has an interest and is hereby empowered to sign any other instrument affecting title to real property in which the Partnership has an interest.


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Timothy L. Flanagan, Esquire  
Purcell, Flanagan & Hay, P.A.  
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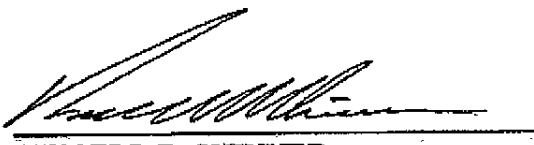
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IN WITNESS WHEREOF, this Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Crescent Nurseryfields, Ltd., LLLP, was executed on the day and year first above written.

  
**BRYANT B. SKINNER, JR.**  
General Partner

  
**BRYANT B. SKINNER, JR.**  
Limited Partner

  
**RUSSELL R. SKINNER**  
General Partner

  
**RUSSELL R. SKINNER**  
Limited Partner

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