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October 10, 2005

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Wharton Investment Group, Ltd.
Procacci Wharton Management, Inc.
Procacci DeLand, LLC
Lake Wales No. 60, LLC

Dear Sir or Madam:

With reference to the above-noted entities please see the following requests:

Wharton Investment Group, Ltd.

1. Please file the enclosed Amended and Restated Certificate of Limited Partnership of Wharton Investment Group, Ltd. and provide us with a certified copy of same. (\$52.50 + \$8.75)

2. Please provide us with a Certificate of Good Standing for Wharton Investment Group, Ltd. (\$8.75)

Procacci Wharton Management, Inc.

3. Please file the enclosed Articles of Amendment of Articles of Incorporation for Procacci Wharton Management, Inc. and provide us with a certified copy of same. (\$35.00 + \$8.75)

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Secretary of State
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4. Please provide us with a Certificate of Good Standing
for Procacci Wharton Management, Inc. (\$8.75)

Procacci Deland, LLC

5. Please provide us with a Certificate of Good Standing for Procacci Deland,
LLC. (\$8.75)

Lake Wales No. 60, LLC

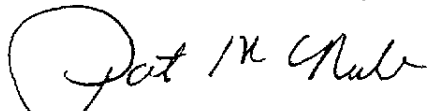
6. Please provide us with a Certificate of Good Standing for Lake Wales No.
60, LLC. (\$8.75)

Our check in the total amount of \$140.00 is enclosed to cover the above costs.

Thanking you in advance for your prompt attention.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.



Pat McNab
Secretary to Mike Colodny

Enc:

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**AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP OF WHARTON INVESTMENT 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 Wharton Investment Group, LTD.
2. The original Limited Partnership Certificate was filed on November 15, 1989.
3. The Amendment to Certificate of Limited Partnership Agreement was filed on February 18, 1994.
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 Wharton Management, Inc., a Florida corporation, whose address is 5082 Coconut Creek Parkway, Margate Florida 33063, has been admitted as the new General Partner.

B. All Partners have agreed to the withdrawal of Procacci Commercial Realty, Inc. as the General Partner and the admission of Procacci Wharton 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 30th day of September, 2005.

PROCACCI WHARTON MANAGEMENT,
INC.
A Florida corporation

PROCACCI COMMERCIAL REALTY, INC.,
A Florida corporation

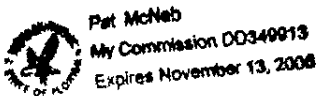
BY: 
Phillip J. Procacci, President

BY: 
Philip J. Procacci, President

STATE OF FLORIDA :
 : SS.
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 30 day of September, 2005, by PHILIP J. PROCACCI, as President of PROCACCI COMMERCIAL REALTY, INC. and as President of PROCACCI WHARTON 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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