

FILINGS, INC.

TERESA ROMAN

Requestor's Name

2805 LITTLE DEAL ROAD

Address

TALLAHASSEE FL. 32308 385-6735

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Knighit Holdings, Ltd
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:55

☒ Walk in

☒ Pick up time 5:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

BUSINESS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

MEMORANDUM	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002326946--1

-10/22/97-01076--002

2343.75 **52.50

OTHER FILINGS	
<input checked="" type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TAX _____
FILING _____
LICENSING FEE _____
CORP _____
FEE _____
BALANCE DUE _____
RECEIVED _____

DIVISION OF CORPORATIONS
97 OCT 20 AM 10:19

Examiner's Initials

37

10/20/97

A30884

52.50

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
FILED IN COMPLIANCE WITH FLORIDA STATUTES
CHAPTER 620.109, AS AMENDED

FILED
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DIVISION OF CORPORATIONS
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Pursuant to Florida Statutes §620.109, the undersigned Partners hereby make, acknowledge, and file this Amended and Restated Certificate of Limited Partnership for Knight Holdings, Ltd. hereinafter referred to as the Partnership.

1. The name of the Partnership is Knight Holdings, Ltd.
2. The Partnership filed its original Certificate of Limited Partnership on December 7, 1990. The Partnership filed an Amended and Restated Certificate of Limited Partnership on June 12, 1991. This document comprises an Amended and Restated Certificate of Limited Partnership for Knight Holdings, Ltd. to be effective upon filing of same by the Florida Secretary of State.
3. The purpose of the Partnership shall be to own, hold, build upon, maintain, sell, lease, exchange or otherwise conduct business with respect to real property located generally within Florida and other jurisdictions where the Partnership is registered to conduct business, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property, cash and securities of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and to conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and to do all things reasonably incident thereto. Without limiting the foregoing, the Partnership may acquire the ownership of or other interest in the stock of corporations, general or limited partnership interests or other business entity interests, may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act (1986).
4. The mailing address and principal place of business of the Partnership shall be located at Post Office Box 730, Belle Glade, Florida, or at such other place or places as the General Partner may from time to time determine.
5. The name and business address of the General Partner is:

Knight Management, Inc., a Florida corporation
P. O. Box 730
Belle Glade, Florida 33430 511430

All other General Partners identified in the Amended and Restated Certificate of Limited Partnership dated June 12, 1991 have withdrawn effective as of January 1, 1997.

6. The Partnership and the limitation of liability of the Limited Partners shall continue until December 31, 2040 unless sooner terminated in accordance with the Agreement of Limited Partnership.

7. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

8. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership unless the Agreement of Limited Partnership provides otherwise.

9. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

10. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

11. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

12. No right is given to any Partner to admit additional Limited Partners except with the consent of all of the Partners and then only in accordance with the Partnership Agreement.

13. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

14. The initial Registered Agent to accept service of process on the Partnership is Mark J. Nowicki, Esquire, 14155 U. S. Highway One, Suite 302, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned continuing and withdrawing General Partners do hereby set their hand and seal on this first day of January, 1997.

NEWLY ADMITTED GENERAL PARTNER:

Knight Management, Inc.

By: 
Its Authorized Officer

WITHDRAWING GENERAL PARTNERS

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Mary M. Knight
Mary M. Knight, as Trustee

Samuel Nelson Knight, Jr.
Samuel Nelson Knight, Jr., as
Personal Representative of the
Estate of S. N. Knight, Sr.
(Deceased 4/20/92)

Samuel Nelson Knight, Jr.
Samuel Nelson Knight, Jr.

Sheryl Knight Hodge
Sheryl Knight Hodge

Stephen A. Knight
Stephen A. Knight

S. N. Knight & Sons, Inc.

By: [Signature]
Its Authorized Officer

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97 OCT 20 AM 10:55

STATE OF FLORIDA
DEPARTMENT OF STATE

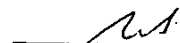
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served on Behalf of Knight Holdings, Ltd.

The following is submitted, in compliance with Chapter 621.105, Florida Statutes:

Knight Holdings, Ltd., a limited partnership organized under the laws of the State of Florida, with its principal office at Post Office Box 730, Belle Glade, 33430 in the County of Palm Beach, State of Florida, has named Mark J. Nowicki, 14155 U. S. Highway One, Suite 302, Juno Beach, Florida 33408, its agent to accept service of process within this State.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.


Mark J. Nowicki
Registered Agent

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97 OCT 20 AM 10:55

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FILINGS, INC.

TERESA ROMAN

Requestor's Name

2805 LITTLE DEAL ROAD

Address

TALLAHASSEE FL. 32308 385-6735

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Knight Holdings, Ltd (Corporation Name) (Document #) 100002326951 --6
-10/22/97--01076--002
***2343.75 ***1750.00
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in

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STATE FILINGS
<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

WIND-UP
<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/ Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
<input checked="" type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

C. TAX

FILING

R. AGENT FEE

1. GUP

2. GUP

3. GUP

4. GUP

5. GUP

Examiner's Initials

\$1,750.00

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97 OCT 20 AM 10:56

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97 OCT 20 AM 10:18
DIVISION OF CORPORATION

10/20/97

KNIGHT HOLDINGS, LTD.
SUPPLEMENTAL AFFIDAVIT
OF CAPITAL CONTRIBUTIONS
BY LIMITED PARTNERS
FILED PURSUANT TO F.S. §620.109

The amount of capital contributions of the Limited Partners is as follows:

<u>Limited Partner</u>	<u>Agreed Value of Capital Contribution</u>
S. N. Knight, Jr., as Trustee	\$4,053,934
Sheryl Knight Hodge	\$4,053,934
Stephen A. Knight	<u>\$4,053,934</u>
Total Capital Contribution	\$12,161,802

KNIGHT MANAGEMENT, INC., GENERAL
PARTNER

Date: September 30, 1997

By: 
Its Authorized Officer

*The anticipated amount of limited partners' additional capital contributions is \$0.