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FROM: RUDNICK & WOLFE
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NAME: TARPON-TAHITI, LIMITED

AUDIT NUMBER.....H97000006244

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF TARPON-TAHITI, LIMITED, a Florida limited partnership**

The undersigned, constituting the Sole General Partner of Tarpon-Tahiti, Limited, a Florida limited partnership (the "Partnership"), intending to amend the Certificate and Agreement of Limited Partnership of the Partnership to provide for a 10-year extension of the term of the Partnership, and intending to restate the Certificate of Limited Partnership, hereby executes and files this Amended and Restated Certificate of Limited Partnership, pursuant to Section 620.109(7) of the Florida Revised Uniform Limited Partnership Act (1996) (the "Act"), and certifies as follows:

1. **Name:** The name of the Partnership is Tarpon-Tahiti, Limited.
2. **Date of Filing of Original Certificate:** October 7, 1983 in California and changed state of registration to Florida on December 14, 1993.
3. **Office and Agent for Service of Process:** The registered office and the name and address of the agent for service of process of the Partnership are as follows: Robert R. Mullins, 2337 U.S. Hwy. 19, Holiday, Florida 34691.
4. **General Partner:** The name and business address of the General Partner of the Partnership are as follows: Jack M. Hirshon, 2337 U.S. Hwy. 19, Holiday, Florida 34691.
5. **Recordkeeping Office:** The address of the office where the records of the Partnership will be kept is: 2337 U.S. Hwy. 19, Holiday, Florida 34691
6. **The Mailing Address and Principal Address of the Partnership are:** Tarpon-Tahiti, Limited, 2337 U.S. Hwy. 19, Holiday, Florida 34691.
7. **Term; Dissolution:** The term of the Partnership is twenty-five (25) years, unless terminated sooner. The latest date upon which the Partnership is to dissolve is September 26, 2008.
8. **Execution and Authority:** This Amended and Restated Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.108 of the Act.

Prepared By:

Andrew L. McIntosh, Esquire
Florida Bar No. 0881041
Rudnick & Wolfe
101 E. Kennedy Boulevard
Suite 2000
Tampa, Florida 33602
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9. Affirmation: The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned General Partner constitutes and affirmation under penalties of perjury that the facts stated herein are true.

10. Effectiveness: This Amended and Restated Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the Partnership, the undersigned signs this Amended and Restated Certificate of Limited Partnership as of April 16, 1997.

GENERAL PARTNER



Jack M. Hirshon

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited partnership at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 16, 1997.



Robert R. Mullins

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