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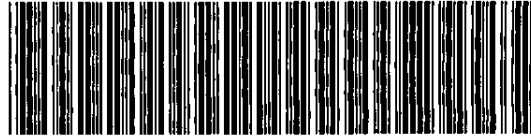
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FILED
2012 APR -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



VISHNICK MCGOVERN MILIZIO LLP
ATTORNEYS AT LAW

March 8, 2012

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Barocas Family Limited Partnership*

Dear Sir or Madam:

The enclosed Amended and Restated Certificate of Limited Partnership is submitted for filing.

Please return all correspondence related to this matter to:

Morris Sabbagh, Esq.
Vishnick McGovern Milizio LLP
3000 Marcus Avenue, Suite 1E9
Lake Success, NY 11042
msabbagh@vmmlegal.com

For further information, please contact Morris Sabbagh, Esq., at (516)437-4385, ext. 120.

Enclosed is a check for the following amount: \$105.00 filing fee and certified copy.

Thank you for your cooperation herein.

Very truly yours,

Morris Sabbagh

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Encls. (2)

Morris Sabbagh
Partner
t: 516.437.4385 x120
Msabbagh@vmmlegal.com

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TALLAHASSEE, FL 32314

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF THE BAROCAS FAMILY LIMITED PARTNERSHIP

1. The present name of the Limited Partnership is Barocas Family Limited Partnership (the "Partnership"). The Partnership's name has not been changed from the name at formation.

2. The date of filing of the Partnership's initial Certificate of Limited Partnership with the Florida Department of State is February 7, 1994.

3. This Amended and Restated Certificate of Limited Partnership (this "Certificate") shall be effective upon filing with the Department of State.

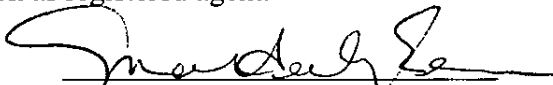
4. This Certificate was duly executed by the sole general partner and duly authorized by all of the partners, and is being filed in accordance with section 620.1202 of the Florida Statutes.

5. This Certificate amends and restates in its entirety the Certificate of Limited Partnership of the Partnership, and is given in substitution therefor. The provisions of this Certificate shall supercede all provisions of the Certificate of Limited Partnership and any amendments thereto heretofore filed, and any and all provisions of the Certificate of Limited Partnership and any previously filed amendments thereto shall be deemed stricken and deleted.

6. The registered agent for service of process of the Partnership is Maureen Healey Kennon, P.A., whose Florida street address is:

7900 West Glades Road, Suite 300
Boca Raton, FL 33434

7. I, Maureen Healey Kennon, P.A., hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Maureen Healey Kennon, P.A.

8. The street address and mailing address of the initial designated office of the Partnership is:

300 Three Islands Boulevard, Apt. 201
Hallandale, FL 33009

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2012 APR 23 PM 3:59
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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

9. The name, partnership interest and business address of each general partner is:

<u>Name</u>	<u>Partnership Interest</u>	<u>Business Address</u>
Barocas Corp.	1%	1874 East 12 th Street Brooklyn, NY 11229

10. The name and business address of the general partner being removed from the records is:

<u>Name</u>	<u>Business Address</u>
Rose Barocas	Hallandale, FL 33009 300 Three Islands Boulevard, Apt. 201

11. The Partnership is not a Limited Liability Partnership.

12. The term of the Partnership shall be perpetual.

Signed this 1st day of March, 2012

New General Partner:

Barocas Corp.

By: Carol Mezrahi
Carol Mezrahi, President

Dissociating General Partner:

Rose Barocas
Rose Barocas

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2012 APR -3 PM 3:38
CLERK OF DISTRICT COURT
HALLANDALE, FL 33009