

200000002010

GOLDEN GATE PARKWAY ■ SUITE 200 ■ P.O. BOX 413038 ■ NAPLES, FLORIDA 34101-3038

941-262-2600

00789 - 00784 - 00524 - 00676 - 01069

December 18, 1998

Certified Mail - RRR

No. P 157-572-295

Florida Department of State
Division of Corporations
Limited Partnership Section
P.O. Box 6327
Tallahassee, Florida 32314

3/1

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-01/05/99--01011--002

***1750.00 ***1750.00

800002729868--8

-02/01/99--01129--002

*****52.50 *****52.50

**Re: Amended and Restated Certificate of Limited Partnership
Including A Supplemental Affidavit of Capital Contribution**

Gentlemen:

Enclosed is an Amended and Restated Certificate of Limited Partnership, including a Supplemental Affidavit of Capital Contribution of Barron Collier Investments, Ltd. This document reflects changes that were effective on October 12, 1998. Since the total anticipated capital contributions due by limited partners have been increased by over \$250,000, the maximum filing fee of \$1,750 has been enclosed.

If you have any questions or comments regarding this matter, please call me at (941) 403-6781 or write me at the above address.

Sincerely,

BARRON COLLIER INVESTMENTS, LTD.

Andrew R. Meulenberg, CPA

Andrew R. Meulenberg, CPA
Director of Taxation

A95000002010

ARM: cs

cc: Brad Boaz

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 3:43



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

ANDREW R. MEULENBERG, CPA
2600 GOLDEN GATE PARKWAY, SUITE 200
P.O. BOX 413038
NAPLES, FL 34101-3038

SUBJECT: BARRON COLLIER INVESTMENTS, LTD.
Ref. Number: A95000002010

We have received your document for BARRON COLLIER INVESTMENTS, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file the supplemental affidavit will be based on the increase at a rate of \$7 per \$1000, with a minimum filing fee of \$52.50 and maximum filing fee of \$1750. The fee to file a supplemental affidavit decreasing the contributions is \$52.50.

The filing fee for the Amended and Restated Certificate is \$52.50.

There is a balance due of \$52.50.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

Michelle Hodges
Document Specialist
Division of Corporations

*Called on 2/18/99 -
* Returning Amendment + Supp. Affidavit to my attention. We have the money for both.*

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

INCLUDING A

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTION

OF

BARRON COLLIER INVESTMENTS, LTD.

Pursuant to the provisions of section 620.019 and 620.112 of the Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 22, 1995, hereby amends and restates its certificate of limited partnership and includes a supplemental affidavit of capital contributions.

FIRST: The name of the Partnership is Barron Collier Investments, Ltd.

SECOND: The address of the office of the Partnership is 2600 Golden Gate Parkway, Naples, Florida 34105

THIRD: The name and address of the agent for service of process on the Partnership is Barron Collier III, is 2600 Golden Gate Parkway, Naples, Florida 34105

FOURTH: The name of the partnership is Barron Collier Investments, Ltd.

FIFTH: The names and business addresses of the general partners are:

- (1) Barron Collier III,
- (2) Harold S. Lynton, Katherine G. Sproul and Juliet C. Sproul, as trustees for Juliet C. Sproul, under the will of Barron Collier, Jr., deceased,
- (3) Lamar Gable,
- (4) Frances G. Villere,
- (5) Phyllis G. Doane and
- (6) Donna G. Keller.

Each has a business address of 2600 Golden Gate Parkway, Naples, FL 34105

The names and business address of the limited partners are:

- (1) Barron Collier III,
- (2) Harold S. Lynton, Katherine G. Sproul and Juliet C. Sproul, as trustees for Juliet C. Sproul, under the will of Barron Collier, Jr., deceased,
- (3) Lamar Gable,
- (4) Frances G. Villere,
- (5) Phyllis G. Doane,
- (6) Donna G. Keller.
- (7) Marguerite R. Collier, Lamar Gable and Barron Collier III, as trustees of the Marguerite R. Collier Irrevocable *Family Trust* and
- (8) Marguerite R. Collier, Lamar Gable and Barron Collier III, as trustees of the Marguerite R. Collier Irrevocable *Land Trust*.

Each has a business address of 2600 Golden Gate Parkway, Naples, FL 34105

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SIXTH: The mailing address of the Partnership is 2600 Golden Gate Parkway, Naples, Florida 34105

SEVENTH: The latest date upon which the Partnership shall dissolve shall is December 31, 2025.

EIGHTH: The amount of the capital contributions anticipated to be made by the limited partners is being increased in the aggregate to forty million dollars (\$40,000,000).

This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

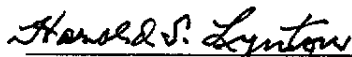
In accordance with Section 620.157 of the Florida Statutes, all partners have elected to continue the business of the Partnership.

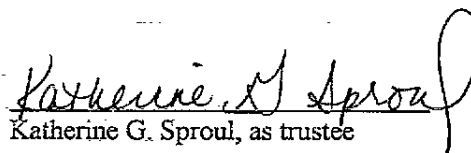
The execution of this certificate by the undersigned Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true, to the best of our knowledge and belief.

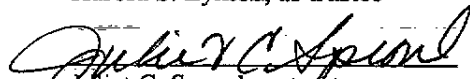
This Amended and Restated Certificate of Limited Partnership, including Supplemental Affidavit of Capital Contribution has been executed by all of the General Partners of Barron Collier Investments, Ltd. on this 12th day of October, 1998.


Barron Collier III

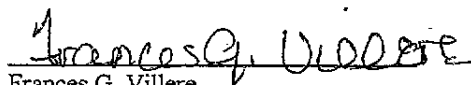
As Trustees for the Trust Under Will of
Barron Collier, Jr., f/b/o Juliet C. Sproul.

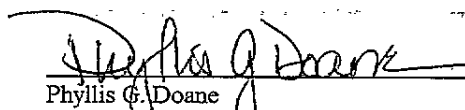

Harold S. Lynton, as trustee


Katherine G. Sproul, as trustee


Juliet C. Sproul, as trustee


Lamar Gable


Frances G. Villere


Phyllis G. Doane


Donna G. Keller