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January 11, 1999

*MAH*

Secretary of State  
Limited Partnership - Amendment Section  
P.O. Box 6327  
Tallahassee FL 32314

300002744263--8  
-01/15/99--01090--004  
\*\*\*\*105.00 \*\*\*\*105.00

Re: Breaker Spot, Ltd.

Dear Sir or Madam:

Please file the enclosed Amended and Restated Certificate of Limited Partnership of Break Spot, Ltd. I have enclosed our check in the amount of \$105.00 to cover all costs. Once the document has been executed, please return a file-marked copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley*  
April A. Haley  
Corporate Legal Assistant

A96-2146

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF BREAKER SPOT, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida Limited Partnership, whose certificate was filed with the Florida Department of State on November 22, 1996, adopts the following as its Amended and Restated Certificate of Limited Partnership:

1. The name of the limited partnership is BREAKER SPOT, LTD.

2. The name of the registered agent for service of process is JOHN PATTERSON, and the address of the office and the address of the agent for service of process is: 46 North Washington Boulevard, Suite 1, Sarasota, FL, 34236.

3. The mailing address for the limited partnership is 635 South Orange Avenue, Suite 10, Sarasota, FL, 34236.

4. The latest date on which the limited partnership is to be dissolved is December 31, 2026.

5. The name and street address of the sole general partner is: STONE BREAKER, INC., a Florida corporation, 635 South Orange Avenue, Suite 10, Sarasota, FL, 34236. *pg 6-88141*

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

This Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

Signed this 30<sup>th</sup> day of November, 1998.

STONE BREAKER, INC., a Florida corporation

By: *[Signature]*

H. Dieter Gebhard

Its Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of BREAKER SPOT, LTD., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$960.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$960.

Signed this 30<sup>th</sup> day of November, 1998.

Further affiant sayeth not.

Under the penalty of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

STONE BREAKER, INC., a Florida corporation

By: H. Dieter Gebhard  
H. Dieter Gebhard  
Its Vice President

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me on November 30<sup>th</sup>, 1998, by H. DIETER GEBHARD, President of STONE BREAKER, INC., a Florida corporation, on behalf of the Corporation.

Gina M. Brown  
Name: Gina M. Brown  
Notary Public, State of Florida

Personally Known: ✓  
Produced Identification: \_\_\_\_\_  
Type: \_\_\_\_\_

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Gina M. Brown  
MY COMMISSION # CC741137 EXPIRES  
May 10, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
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DIVISION OF CORPORATIONS  
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