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LAW OFFICES
STATE OF FLORIDA
Professional Association

SEVENTH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN
ARTHUR R. ROSENBERG
JEFFREY A. WINIKOFF
MICHAEL R. EMERY
CARYN GOLDENBERG CARVO
KURT D. ZIMMERMAN
GARY M. MILLER
CRAIG D. STEIN
TOBI C. PAM

August 26, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: Registration Section

(954) 772-5151
FAX (954) 772-4224
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/28/97--01063--001
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed is the original and one copy of the First Amended and Restated Certificate of Limited Partnership of Hooley Family Limited Partnership and a check in the amount of \$52.50 for the filing fee. Please stamp and return the original Certificate to me in the self-addressed, stamped envelope provided. If you are unable to return the original Certificate, please stamp and return the enclosed copy.

Should you have any questions, please feel free to contact me. Thank you for your cooperation in this matter.

Sincerely,

CM

Kurt Zimmerman

Kurt Zimmerman

KDZ:dc
Enclosures

cc: Michael E. Hooley

A96-2205

**FIRST AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOOLEY FAMILY LIMITED PARTNERSHIP
(HEREAFTER KNOWN AS "HOOLEY INVESTMENTS LIMITED PARTNERSHIP")**

WHEREAS the partnership wishes to change its name from "Hooley Family Limited Partnership" to "Hooley Investments Limited Partnership" effective upon the filing of this First Amended and Restated Certificate of Limited Partnership.

NOW, THEREFORE, pursuant to Fla. Stat. §620.109, the partnership hereby amends and restates its Certificate of Limited Partnership (filed on December 3, 1996) as follows:

1. **Name.** The name of the limited partnership shall become "Hooley Investments Limited Partnership" effective upon the filing of this First Amended and Restated Certificate of Limited Partnership with the appropriate recording officials of the State of Florida Department of State. Until such time, the partnership shall continue to be known by its original name, "Hooley Family Limited Partnership."
2. **Business Address; Registered Agent.** The business address of the partnership in the State of Florida is 707 North State Road 7, Plantation, Florida 33317. The name of its registered agent at that address is Michael E. Hooley. The registered agent hereby certifies that he is familiar with and accepts the obligations of the position of registered agent of the partnership as set forth in the Florida Statutes.
3. **General Partner.** The sole general partner of the partnership is Hooley Family Enterprises Inc., a Florida corporation having its principal office at 707 North State Road 7, Plantation, FL 33317, Attn: Michael E. Hooley, President.
4. **Mailing Address.** The mailing address of the partnership is 707 North State Road 7, Plantation, FL 33317, Attn: Michael E. Hooley, Registered Agent.
5. **Dissolution.** The latest date upon which the partnership is to dissolve is December 3, 2046.

Duly executed on this 26 day of August, 1997.

GENERAL PARTNER:

HOOLEY FAMILY ENTERPRISES, INC.,
a Florida corporation

By: Michael E. Hooley
Michael E. Hooley, President

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA