

MOYLE, FLANIGAN, KATZ, KOLINS, RAYMOND & SHEEHAN, P.A.  
ATTORNEYS AT LAW

625 North Flagler Drive - 9<sup>th</sup> Floor  
West Palm Beach, Florida 33401-4025

P.O. Box 3888  
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500  
Facsimile: (561) 659-1789

WILTON L. WHITE  
Direct Line: (561) 822-0350  
E-mail: wwwhite@moylslaw.com

Other Offices:  
Tallahassee, FL  
(850) 681-3828  
Palm Beach Gardens, FL  
(561) 625-6480

October 26, 1998

VIA FEDERAL EXPRESS

Jewell Dart  
Moyle, Flanigan, Katz, Kolins,  
Raymond & Sheehan, P.A.  
210 S. Monroe  
Tallahassee, Florida 32301

LP-52.50

Re: 2000 PBL Venture, Ltd./2000 General, Inc.  
Our File No. 6-469-4

Dear Jewell:

Enclosed please find the following:

1. Original and one copy of the Amended and Restated Certificate of Limited Partnership of 2000 PBL Venture, Ltd., together with our trust account check in the amount of \$1,750.00, representing the filing fee; and
2. Original and one copy of the Articles of Amendment of 2000 General, Inc., together with our trust account check in the amount of \$35.00 representing the filing fee.

Please file the enclosed documents and obtain stamped "filed" copies. Fax the stamped "filed" copies to us, followed by Federal Express. Should you have any questions, please do not hesitate to call.

CORAPAMRSC

Very truly yours,

Laraine C. Charbonneau  
Secretary to Wilton L. White

/lcc  
Enclosures

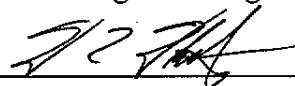
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 27 PM 3:20

BK 10/27/98

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
2000 PBL VENTURE, LTD.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 OCT 27 PM 3:20

1. The name of Limited Partnership is 2000 PBL VENTURE, LTD., the date of filing of original certificate of limited partnership was December 24, 1996, and effective date of this amended and restated certificate shall be upon filing with the Secretary of State
2. The new Business Address: 2000 Palm Beach Lakes Blvd., Suite 301, West Palm Beach, FL 33409
3. Name of Registered Agent: Wilton L. White, Esquire
4. Address of Registered Agent: 625 N. Flagler Dr., 9th Floor, West Palm Beach, FL 33401
5. Signature of Registered Agent accepting such designation for service of process:  

6. The new Mailing Address of Limited Partnership: 2000 Palm Beach Lakes Blvd., Suite 301, West Palm Beach, FL 33409
7. The latest date upon which the Limited Partnership is to be dissolved is Jan. 1, 2016,  
P98UW00-90411
8. Name and Address of New Replacement General Partner: 2000 GENERAL, INC., a Florida corporation, 2000 Palm Beach Lakes Blvd., Suite 301, West Palm Beach, FL 33409
9. The amendments set forth in this certificate have been approved by all of the partners of the Limited Partnership pursuant to an Amended and Restate Agreement of Limited Partnership, and this Amended and Restated Certificate has been executed pursuant to Section 620.109, Florida Statutes.

Signed this 26th day of October, 1998, by  
2000 GENERAL, INC., a Florida corporation

By: 

Michael P. McCloskey, President