

Division of Corporations

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**A97000000043****Florida Department of State**

Division of Corporations

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Phone : (941) 364-2409  
Fax Number : (941) 364-2490RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**LIMITED PARTNERSHIP AMENDMENT****THE HAYES FAMILY LIMITED PARTNERSHIP OF SARASOTA**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 16, 1999

DAVID M. SILBERSTEIN, ESQ.  
KIRK PINKERTON  
720 S. ORANGE AVE.  
SARASOTA, FL 34236

SUBJECT: THE HAYES FAMILY LIMITED PARTNERSHIP OF SARASOTA  
Ref. Number: A97000000043

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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Gathy A Mitchell  
Corporate Specialist

FAX Aud. #: H99000008246  
Letter Number: 099A00017764

FAX AUDIT # H99-8246

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE HAYES FAMILY LIMITED PARTNERSHIP OF SARASOTA

Pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes (the "Act"), this Florida Limited Partnership, desiring to amend and restate its Certificate of Limited Partnership in its entirety which was filed on January 2, 1997, does certify as follows:

"Article 1. Name. The name of the Limited Partnership is:

THE HAYES FAMILY LIMITED PARTNERSHIP OF SARASOTA

Article 2. Purpose. The principal purpose and business of the Limited Partnership is to make certain investments, to own real property, and to engage in and transact any lawful business for which limited partnerships may be organized under the Act. The further business and purpose of the Limited Partnership is to do any or other acts and things as may be necessary, incidental, or convenient to carry on the Limited Partnership's business as contemplated by the Limited Partnership Agreement.

Article 3. Principal Place of Business. The mailing address and principal place of business for the Limited Partnership is:

7829 Wilton Crescent Circle  
University Park, Florida 34201

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 S. Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty. Bar #436879

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Article 4. General Partner Name and Address. The name and address of the General

Partner of the Limited Partnership is as follows:

Michael J. Hayes, Trustee  
Mary E. Hayes Irrevocable Trust u/a/d 11/30/90  
7829 Wilton Crescent Circle  
University Park, Florida 34201

Article 5. Duration. The Limited Partnership shall commence upon the filing of the Certificate of Limited Partnership and continue until December 31, 2040, unless sooner terminated as provided in the Limited Partnership Agreement.

Article 6. Additional Capital Contributions. Additional capital contributions may be required of the Partners as set forth in the Limited Partnership Agreement.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 7829 Wilton Crescent Circle, University Park, Florida 34201, and the name of its initial Registered Agent at that address is Michael J. Hayes."

IN WITNESS WHEREOF, the General Partner has executed this Amended and Restated Certificate of Limited Partnership of The Hayes Family Limited Partnership of Sarasota on this 7th day of April, 1999.

Witness:

MARY E. HAYES IRREVOCABLE TRUST U/A/D  
11/30/90

*Linda Goodman*  
*Linda Goodman*

By: *Michael J. Hayes*  
MICHAEL J. HAYES, Trustee, as General Partner

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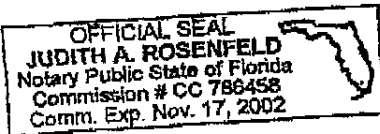
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STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of April, 1999, by Michael J. Hayes, as Trustee of the Mary E. Hayes Irrevocable Trust u/a/d 11/30/90, as General Partner of The Hayes Family Limited Partnership. He is personally known to me or has produced A FL DRIVER'S LICENSE as identification and did not take an oath.

(NOTARIAL SEAL)



Judith A. Rosenfeld  
\* JUDITH A. ROSENFELD

\*(Print Name of Notary Public)

Notary Public - State of Florida

My commission expires \_\_\_\_\_

Commission Number \_\_\_\_\_

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of The Hayes Family Limited Partnership of Sarasota, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 7th day of April, 1999.

Michael J. Hayes  
Michael J. Hayes, Registered Agent

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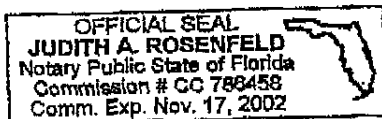
AFFIDAVIT OF CAPITAL CONTRIBUTIONSSTATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared this 7th day of April, 1999, Michael J. Hayes, as Trustee of the Mary J. Hayes Irrevocable Trust u/a/d 11/30/90, the General Partner of The Hayes Family Limited Partnership of Sarasota, (NOTARY CHOOSE ONE) [ ] who is personally known to me or [X] who produced A FL DRIVER'S LICENSE as identification, and having been duly sworn, deposes and says as follows:

1. The Partners have contributed to the capital of the Limited Partnership property with a value of \$1,650,000.
2. No other cash or property has been contributed to the Limited Partnership.
3. The total amount of cash and property anticipated to be contributed by the Partner is \$2,000,000, including the amounts from items 1 and 2 above.

FURTHER AFFIANT SAYTH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



Michael J. Hayes  
Michael J. Hayes, as Trustee of the Mary E. Hayes  
Irrevocable Trust u/a/d 11/30/90

Judith A. Rosenfeld  
Signature of Notary Public

JUDITH A. ROSENFELD

Print Name of Notary Public and Affix Seal  
My Commission Expires:

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