

A97000000539



ACCOUNT NO. : 072100000032

REFERENCE : 670380 161599A

AUTHORIZATION : Patricia Figue

COST LIMIT : \$ 105.00

ORDER DATE : July 19, 2002

ORDER TIME : 11:35 AM

ORDER NO. : 670380-005

200006531942--6

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates, Pa
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

DOMESTIC AMENDMENT FILING

NAME: RIVERLAKE FINANCING
PARTNERSHIP, LTD.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

Name
Availability PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Document XX CERTIFIED COPY
Examiner DCC

Updater CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS:

Updater
Verifier DCC

Acknowledgement DCC

P. Verifier DCC

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DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERLAKE FINANCING PARTNERSHIP, LTD.**

Pursuant to Section 620.109, Florida Statutes, **RIVERLAKE FINANCING PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate and Agreement of Limited Partnership originally filed with the Florida Department of State on March 4, 1997, as follows:

1. The name of the limited partnership is "Riverlake Financing Partnership, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2037.
7. The name and business address of the general partner is as follows:

Riverlake Financing G.P., Inc.
c/o Daryl Cramer & Associates, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325

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TALLAHASSEE, FLORIDA

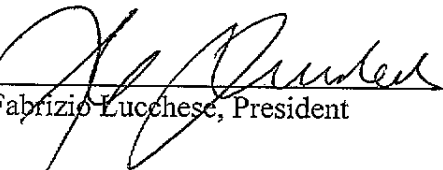
I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DARYL CRAMER & ASSOCIATES, P.A.

By: 
Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 9th day of July, 2002 and is being filed in accordance with Section 620.109, Florida Statutes.

RIVERLAKE FINANCING G.P., INC., ^{Florida}
corporation, as General Partner

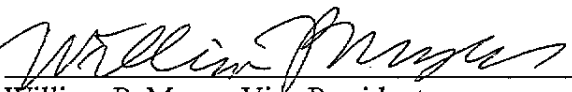
By: 
Fabrizio Lucchese, President

02 JUL 19 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 9th day of July, 2002 and is being filed in accordance with Section 620.109, Florida Statutes.

RIVERLAKE GENERAL PARTNER, INC., a
Florida corporation

By: 
William P. Myers, Vice President

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