

LAW OFFICES OF

WIESNER ASSOCIATES

CHARTERED

IRA STEWART WIESNER  
MARK W. MAZZEO

REPLY TO FILE:

#1011.620

January 3, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300003525863--8  
-01/05/01--01094--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: The Galston Family Partnership

Dear Sir/Madam:


Enclosed please find the following with reference to the above named Limited Partnership:

1. Certificate of Amendment to Certificate of Limited Partnership of The Galston Family Partnership, Ltd. (Original and one copy).
2. Check in the amount of Fifty-two Dollars and Fifty Cents (\$52.50).

Please be so kind as to forward a copy of the Certificate to this office. Should you have any questions concerning this matter, do not hesitate to contact my assistant, Christine.

Very truly yours,

WIESNER ASSOCIATES CHARTERED

By:   
Babette B. Bach  
For the Firm

A97-1488  
CK

BBB/cab

Enclosures

P:\C\GALSTON\Letter to Div of Corp with Cert of Amendment.wpd

SOUTHTRUST BANK BUILDING  
1800 SECOND STREET  
SUITE 870  
SARASOTA, FL 34236  
PHONE 941-365-9900  
FAX 941-365-4479  
EMAIL wiesnerlaw@aol.com

JACARANDA OFFICE PARK  
4120 WOODMERE PARK BLVD.  
SUITE 8A  
VENICE, FL 34293  
PHONE 941-408-8555  
FAX 941-408-8556  
EMAIL mmazzeo@ewol.com



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

January 10, 2001

**BABETTE B. BACH**  
**WIESNER ASSOCIATES**  
**1800 SECOND STREET, SUITE 870**  
**SARASOTA, FL 34236**

**SUBJECT: THE GALSTON FAMILY PARTNERSHIP, LTD.**  
**Ref. Number: A97000001488**

We have received your document for THE GALSTON FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

**Tammi Cline**  
**Document Specialist**

**Letter Number: 101A00001487**

**FILED**  
**01 JAN -5 PM 5:00**  
**SECRETARY OF STATE**  
**TAMMI CLINE**

LAW OFFICES OF

# WIESNER ASSOCIATES

CHARTERED

IRA STEWART WIESNER

1800 SECOND STREET  
SUITE 870  
SARASOTA, FLORIDA 34236

FAX ONLY (941) 365-4479  
E-MAIL: wiesnerlaw@aol.com

PHONE (941) 365-9900

REPLY TO FILE: #1011.620

January 22, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ATTENTION: Brenda Tadlock

Re: The Galston Family Partnership

Dear Ms. Tadlock:

Thank you for your assistance by telephone on January 17, 2001. As we discussed, the controlling statutes for the filing of the Certificate of Amendment are 620.109 (rather than 620.108) and 620.114 (b) rather than 620.114(a).

Nonetheless, at your request, I have included additional information in a newly executed original Certificate of Amendment to Certificate of Limited Partnership of The Galston Family Partnership, Ltd. These additions include the name of the now deceased general partner and the name of the newly elected general partner, the Personal Representative of Reuben M. Galston, and the relevant addresses for both. In this particular circumstance there is only one individual who could possibly sign this document and that is the Personal Representative who represents both the deceased general partner and the newly elected general partner.

Our check in the amount of \$52.50 for filing fees was previously sent on January 3, 2001. If you have any further questions concerning the filing of this document, please do not hesitate to contact me.

Very truly yours,

WIESNER ASSOCIATES CHARTERED

By: 

Babette B. Bach  
For the Firm

FILED  
01 JAN -5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BBB/cab

Enclosure

P:\C\GALSTON\Letter to Div of Corp with 2nd Cert of Amendment.wpd

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
THE GALSTON FAMILY PARTNERSHIP, LTD.

FILED  
01 JAN -5 PM 5:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to FS § 620.109, this Florida Limited Partnership whose certificate was filed with the Florida Department of State on July 1, 1997, adopts the following certificate amendment to its certificate of limited partnership.

FIRST: The name of the partnership is The Galston Family Partnership, LTD and the business and mailing address is Suite 870, 1800 Second Street, Sarasota, FL 34236.

SECOND: The general partner was Reuben M. Galston, now deceased. His address was 467 Meadowlark Drive, Sarasota, FL 34236. The newly elected General partner is the Estate of Reuben M. Galston, represented by his personal representative, Ira Wiesner, Esq., at 1800 Second Street, Suite 870, Sarasota, FL 34336.

THIRD: The name of the Registered Agent for Service of Process is Ira Stewart Wiesner. The address for the registered agent is Suite 870, 1800 Second Street, Sarasota, FL 34336.

FOURTH: The partnership was registered with the Florida Department of State on July 1, 1997, and assigned registration number A97000001488.

FIFTH: Amendments:

First Amendment: The Partnership acknowledges the removal of Reuben M. Galston by virtue of his death on September 4, 2000.

Second Amendment: Pursuant to Section 4.9 of the Partnership Agreement, upon affirmative vote of 85% of the limited partners' interest, the partnership has voted to continue the

partnership, despite the removal of Reuben M. Galston, sole general partner, on September 4, 2000.


Third Amendment: Pursuant to Sections 4.7 and 4.9 of the Partnership Agreement, by affirmative vote of 85% of the limited partners' interest, the Estate of Reuben M. Galston, through the Co-Personal Representatives, Richard M. Galston and Ira S. Wiesner or their successors, was elected as a new General Partner of the Galston Family Partnership, Ltd. At the time of his death, Reuben Galston had a 10% general partnership interest and a 60% limited partnership interest in the Galston Family Partnership, Ltd. By virtue of Section 4.9 of the partnership agreement, the 10% general partnership interest was automatically converted from a general partner's interest into a 10% limited partner's interest. Said 10% limited partnership interest is deemed to constitute a 10% general partnership interest now held by the Estate of Reuben M. Galston, general partner.

Fourth Amendment: By virtue of an affirmative vote of 85% of the limited partners' interest in the partnership, Article XII, Section 12.3 is amended to remove Reuben M. Galston as the authorized "tax matter partner" and to substitute the Estate of Reuben M. Galston through Co-Personal Representatives Ira S. Wiesner and Richard M. Galston or their successors as the authorized "tax matter partners" of the Galston Family Partnership, Ltd.

Fifth Amendment: By virtue of an affirmative vote of 85% of the limited partners' interest in the partnership, this certificate of amendment shall be effective at the time of filing with the Florida Department of State.


The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

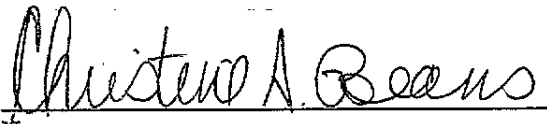
Signed this 18 day of January, 2001.

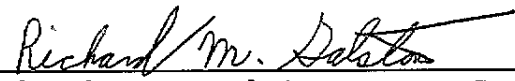
  
IRA STEWART WIESNER, Co-  
Personal Representative of the  
Estate of Reuben M. Galston,  
General Partner

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18<sup>th</sup>  
day of January, 2001, by IRA STEWART WIESNER, as Co-Personal  
Representative of the Estate of Reuben M. Galston, General Partner  
who is personally known to me or has produced \_\_\_\_\_  
as identification.

 Christine A Beans  
My Commission CC959915  
Expires September 28, 2001

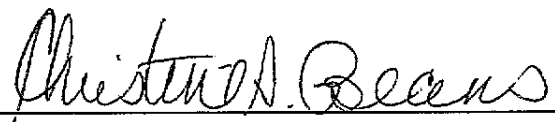
  
Name:  
Notary Public, State of Florida  
My Commission Expires:  
Commission No.:

  
Richard M. Galston, as Co-  
Personal Representative of the  
Estate of Reuben M. Galston,  
General Partner

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18<sup>th</sup>  
day of January, 2001, by RICHARD M. GALSTON, as Co-Personal  
Representative of the Estate of Reuben M. Galston, General Partner  
who is personally known to me or has produced \_\_\_\_\_  
as identification.

 Christine A Beans  
My Commission CC959915  
Expires September 28, 2001

  
Name:  
Notary Public, State of Florida  
My Commission Expires:  
Commission No.: