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FROM: RUBEN, MCLOSKEY, SMITH, SCHWARTZ & RUSSELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

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FAX #: (954) 764-4996

NAME: JUPITER YACHT CLUB, LTD.

AUDIT NUMBER.....H97000016988

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

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PAGES..... 3

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Sandra B. Morthart
Secretary of State

October 13, 1997

THOMAS O. KATZ, ESQ.
RUDEN MCCLOSKEY ET AL
P.O. BOX 1900
FORT LAUDERDALE, FL

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SUBJECT: JUPITER YACHT CLUB, LTD.
REF: A97000001975

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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.

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

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Cathy A. Mitchell
Corporate Specialist

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JUPITER YACHT CLUB, LTD.**

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The Certificate of Limited Partnership of Jupiter Yacht Club, Ltd., a Florida Limited Partnership ("Partnership"), filed with the Department of State on September 15, 1997, Charter No. A97000001975 is hereby amended and restated in its entirety as follows:

1. The name of the limited partnership ("Partnership") is Jupiter Yacht Club, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 801 Uno Lago Drive, Juno Beach, Florida 33408.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Raymond Graxiotto, 801 Uno Lago Drive, Juno Beach, Florida 33408.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Jupiter Yacht Club, Inc.

BankAtlantic Venture
Partners I, Inc.**BUSINESS ADDRESS**801 Uno Lago Drive
Juno Beach, Florida 334081750 E. Sunrise Boulevard
Fort Lauderdale, Florida 33304
Attention: John E. Abdo, President

Prepared by:

Thomas O. Katz, Esq. FL Bar #335236
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

FL: 89000016988

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5. A mailing address for the Partnership is c/o Jupiter Yacht Club, Inc., 801 Uno Lago Drive, Juno Beach, Florida 33408.

6. The latest date upon which the Partnership is to dissolve is December 31, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, have duly executed this Amended and Restated Certificate of Limited Partnership of Jupiter Yacht Club, Ltd., this 13th day of October, 1997, for filing in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

This Amended and Restated Certificate of Limited Partnership shall be effective October 13th, 1997.

GENERAL PARTNERS:**JUPITER YACHT CLUB, INC.****BANK ATLANTIC VENTURE
PARTNERS I, INC.**

By: _____
J. C. Solomon II, President

By: 
John E. Abdo, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Rudon McCloskey, Esq., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6640

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5. A mailing address for the Partnerships are as follows:

Jupiter Yacht Club, Inc.
801 Uno Lago Drive
Juno Beach, Florida 33408

BankAtlantic Venture Partners 1, Inc.
1350 Northwest 56th Street
Fort Lauderdale, Florida 33334

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Florida Revised Uniform Limited Partnership Act.

This Amended and Restated Certificate of Limited Partnership shall be effective October
13th, 1997.

GENERAL PARTNERS:

JUPITER YACHT CLUB, INC.

BANKATLANTIC VENTURE
PARTNERS 1, INC.By: 

J. C. Solomon II, President

By: _____

John E. Abdo, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 784-6680

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