

A97000002060

LAW OFFICES

SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984)

GARY P. SIMON

CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING

CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

SUITE 504

ONE DATRAN CENTER

9100 SO. DADELAND BLVD.

MIAMI, FLORIDA 33156-7815

JOY B. SPILL

TELEPHONE (305) 670-6750

FAX (305) 670-6776

September 30, 1997

E-mail SimonSimon@compuserve.com

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA EXPRESS MAIL

RE: LUDWIG SHRIMP COMPANY, LTD.

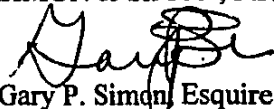
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*****105.00 *****105.00

Dear Sir:

In connection with the above mentioned limited partnership, enclosed please find Amended and Restated Certificate of Limited Partnership and Conversion for filing. Please take the filing fee out of our account with you, which is account no. 072720000232. I have enclosed an Express Mail envelope for your convenience. *Please send us a certified copy back.*

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,
SIMON & SIMON, P.A.


Gary P. Simon, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REFUND _____

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1997

GARY P. SIMON, ESQUIRE
SIMON & SIMON, P.A.
9100 SO. DADELAND BLVD., SUITE 504
MIAMI, FL 33156-7815

SUBJECT: LUDWIG SHRIMP COMPANY, LTD.
Ref. Number: A97000002060

We have received your document for LUDWIG SHRIMP COMPANY, LTD.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$105.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

I'm sorry but we can not take money out of your account to file this document. That account can only be used when a document is electronically filed.

The fee to file your document is \$52.50. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

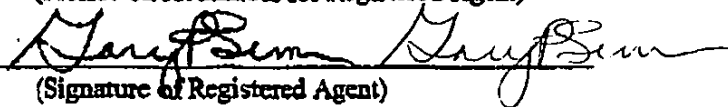
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 797A00048493

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LUDWIG SHRIMP COMPANY, LTD.**

1. Ludwig Shrimp Company, Ltd.
(Name of Limited Partnership)
2. 7925 N.W. 12th Street, Suite 318, Miami, Florida 33126
(Business address of Limited Partnership)
3. Gary P. Simon, Esquire
(Name of Registered Agent for Service of Process)
4. 9100 S. Dadeland Blvd., Suite 504, Miami, Florida 33156-7815
(Florida street address for Registered Agent)
5. 
(Signature of Registered Agent)
6. 7925 N.W. 25th Street, Suite 318, Miami, Florida 33126
(Mailing address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is September 30, 2030.
8. Name of General Partner(s): Specific Address:

BSL of Miami, Inc. 7925 N.W. 25th Street, suite 318, Miami, FL 33126
9. Sixty-five percent (65%) in interest of the limited partners have the right to remove the general partner on thirty (30) days written notice.
10. This limited partnership is a conversion from Ludwig Shrimp Company, a Florida general partnership. All of the partners voted in favor of the conversion.
11. This limited partnership was originally filed on September 23, 1997. It was assigned document number A97000002060.
12. This certificate was duly executed according to Florida Statute 620.109 and is being filed in accordance with such statute.

Signed this 23 day of September, 1997.

Signature of general partner:
BSL of Miami, Inc


BERNARD LUDWIG, President

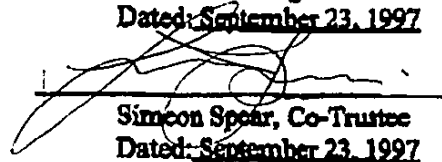
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SECTION
TALLAHASSEE, FLORIDA

**LUDWIG SHRIMP COMPANY, a Florida General Partnership
CONVERSION to
LUDWIG SHRIMP COMPANY, LTD, a Florida Limited Partnership**

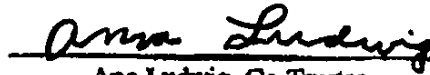
The undersigned partners, being all of the partners of Ludwig Shrimp Company hereby approve of the conversion as allowed by law: Bernard Ludwig and the Co-Trustees of the Charles Ludwig Residuary Trust established under the Last Will & Testament of Charles Ludwig.


Bernard Ludwig

Dated: September 23, 1997


Simon Spear, Co-Trustee

Dated: September 23, 1997


Ana Ludwig, Co-Trustee

Dated: September 23, 1997

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September 23, 1997

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