

A98000001399

52.50



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 1/20/00 - 11:00

RECEIVED WITH STAFF DIVISION OF CORPORATIONS JAN 20 PM 3:01

CERTIFIED COPY

CUS

X PHOTO COPY

X FILING Amendment

1.) Van Den Berg Family Partnership, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

600003104306--4
-01/20/00--01058--003
****131.25 *****52.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

RECEIVED
00 JAN 20 AM 9:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FL

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

31- 1/20/00

**AMENDMENT TO AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VAN DEN BERG FAMILY PARTNERSHIP, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 20 PM 3:01

This is an Amendment to the Agreement and Certificate of Limited Partnership of van den Berg Family Partnership, Ltd., a Florida limited partnership, pursuant to Florida Statutes Section 620.109. The Partnership's Certificate was originally filed on June 5, 1998 and assigned document number P98000001399.

The Agreement and Certificate of Limited Partnership is amended as follows:

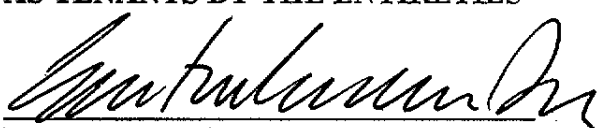
- FIRST:** The name of the van den Berg Family Partnership, Ltd. is hereby changed to **Passage Creek Farms, Ltd.**
- SECOND:** Egerton K. van den Berg and Caroline M. van den Berg, as Tenants by the Entireties, hereby withdraw for all purposes as the General Partner of van den Berg Family Partnership, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", and assign their partnership interest to the new General Partner set forth in Article Third below.
- THIRD:** The new General Partner is **Passage Creek Farms, Inc.**, a Florida corporation, and its place of business is located at 1245 Howell Point, Winter Park, Florida 32792.
- FOURTH:** The Limited Partners of the Partnership have agreed to continue the business of the Partnership and have consented to the appointment of the new General Partner, as evidenced by their signatures on the attached Exhibit "A".
- FIFTH:** This certificate of amendment shall be effective at the time of its filing with the Florida Secretary of State.

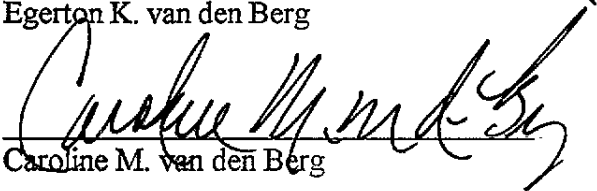
F 000 0000 6146

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of January, 2000.

WITHDRAWING GENERAL PARTNER:

**EGERTON K. VAN DEN BERG AND
CAROLINE M. VAN DEN BERG,
AS TENANTS BY THE ENTIRETIES**


Egerton K. van den Berg


Caroline M. van den Berg

NEW GENERAL PARTNER:

**PASSAGE CREEK FARMS, INC.,
a Florida corporation**


Egerton K. van den Berg, President

RECEIVED
DIVISION OF CORPORATIONS
00 JAN 20 PM 3:01

Exhibit A

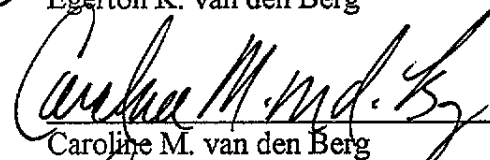
Consent of Limited Partners

The undersigned, constituting all of the Limited Partners of van den Berg Family Partnership, Ltd., hereby consent to the Amendment to Agreement and Certificate of Limited Partner of van den Berg Family Partnership, Ltd. to which this Exhibit A is attached.

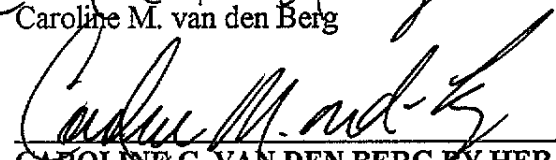
**EGERTON K. VAN DEN BERG AND
CAROLINE M. VAN DEN BERG,
AS TENANTS BY THE ENTIRETIES**



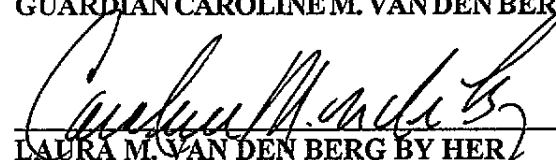
Egerton K. van den Berg



Caroline M. van den Berg



**CAROLINE C. VAN DEN BERG BY HER
GUARDIAN CAROLINE M. VAN DEN BERG**



**LAURA M. VAN DEN BERG BY HER
GUARDIAN CAROLINE M. VAN DEN BERG**