

A99000000362

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April 28, 2000

VIA FEDERAL EXPRESS - PRIORITY

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Griffith Family Agreement of Limited Partnership

Dear Sir or Madam:

In connection with the filing of the 2000 Uniform Business Report for the above limited partnership, I have enclosed the following:

1. Amended and Restated Certificate of Limited Partnership. Enclosed is a check in the amount of \$52.50 to cover the filing fee. Please file this document first.
2. Supplemental Affidavit Declaring Capital Contributions. A check in the amount of \$1,750.00 is enclosed to cover the fee for this document. Please file this document second.
3. 2000 Business Report for The Griffith Family Agreement of Limited Partnership, along with a check for \$526.25 to cover the filing fee. This Report must be filed last.

Again, it most important that these documents be filed in the order they are listed above. If you have any questions, please contact me at (561) 627-8100. I appreciate your assistance with this matter.

Very truly yours,
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-05/09/00--01013--043
*****52.50 *****52.50

FLEMING, HAILE & SHAW, P.A.

By:

Christy L. Swendsen
Christy L. Swendsen,
Corporate Legal Assistant

Name	
Availability	
Document	
Examiner	DCC
Reviewer	DCC
Verifier	DCC
Enclosures	DCC
cc: Pamela C. Jellison (w/enclosures)	
Gerald L. Principe, Esq.	
SIXTH FLOOR	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2000

CHRISTY L. SWENDSEN
FLEMING, HAILE & SHAW, P.A.
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

SUBJECT: THE HELEN W. GRIFFITH FAMILY LIMITED PARTNERSHIP
Ref. Number: A99000000362

We have received your document for THE HELEN W. GRIFFITH FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

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.

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

Tammi Cline
Document Specialist

Letter Number: 600A00026124

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
THE HELEN W. GRIFFITH FAMILY LIMITED PARTNERSHIP

In accordance with the requirements of Section 620.109 of the Uniform Limited Partnership Act of 1986 (the "Act"), this Florida Limited Partnership, whose original Certificate of Limited Partnership was filed with the Florida Department of State on March 9, 1999, does hereby amend and restate the original Certificate of Limited Partnership, as follows:

1. The name of the Partnership is THE GRIFFITH FAMILY AGREEMENT OF LIMITED PARTNERSHIP (the "Partnership").

2. The original and sole General Partner of the Partnership was Helen W. Griffith, Trustee u/a dated May 16, 1982, as amended.

3. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11159 56th Place North, Royal Palm Beach, FL 33411. The name and address of the registered agent of the Partnership upon whom process may be served is Pamela G. Jellison whose address is 11159 56th Place North, Royal Palm Beach, FL 33411.

4. On December 23, 1999, Helen W. Griffith, Trustee u/a dated May 16, 1982, as amended, withdrew as the sole General Partner of the Partnership.

5. On December 23, 1999, the following General Partners were admitted as General Partners of the Partnership and their business addresses are as follows:

General Partner

Business Address

Pamela G. Jellison
as Co-Trustee of

HELEN W. GRIFFITH TRUST
FOR PAMELA G. JELLISON
dated December 23, 1999

11159 56th Place North
Royal Palm Beach, FL 33411

Pamela G. Jellison
as Co-Trustee of

HELEN W. GRIFFITH TRUST
FOR FRANK J. GRIFFITH, JR.
dated December 23, 1999

11159 56th Place North
Royal Palm Beach, FL 33411

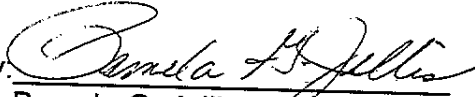
6. The mailing address of the Partnership is 11159 56th Place North, Royal Palm Beach, FL 33411.

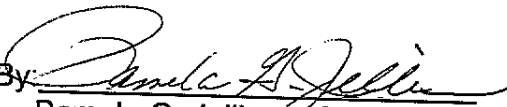
7. The latest date on which the Partnership is to be dissolved is December 31, 2034.

27th IN WITNESS WHEREOF, the undersigned has hereunto set her hand on the day of April, 2000.

HELEN W. GRIFFITH TRUST
FOR PAMELA G. JELLISON
dated December 23, 1999

HELEN W. GRIFFITH TRUST
FOR FRANK J. GRIFFITH, JR.
dated December 23, 1999

By: 
Pamela G. Jellison, Co-Trustee

By: 
Pamela G. Jellison, Co-Trustee

FILED
00 MAY -9 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts her appointment as Registered Agent of the aforesaid Limited Partnership. She is familiar with, and accepts, the obligations of, Section 620 of the Florida Statutes.


PAMELA G. JELLISON

FILED
00 MAY -9 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA