

A9900000515

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September 1, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-09/03/99--01076--004
****178.62 ****52.50

RE: Black River Ranch Limited Partnership\Document No. A9900000515

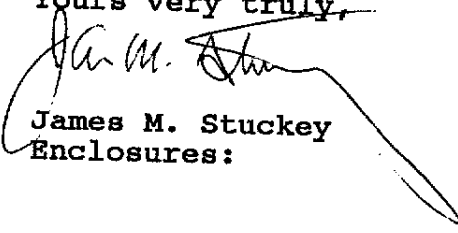
Dear Sir or Madam:

I am enclosing the original and a copy of an amended and restated Certificate of Limited Partnership which includes the Affidavit of General Partner. Please file this amendment and send me a certified copy.

This amendment increases the capital of the partnership by \$18,018.00. I am enclosing my check for \$178.62 to cover the cost of the certified copy plus the capital increase.

If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,


James M. Stuckey
Enclosures:

A99-515

Name	CP 4-29
Availability	
Document	CP
Fee	CP
State	CP
County	CP
City	CP
Zip	CP
Verifying	CP

FF \$52.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

JAMES STUCKEY
P.O. BOX 1800
STUART, FL 34995-1800

SUBJECT: BLACK RIVER RANCH LIMITED PARTNERSHIP
Ref. Number: A99000000515

We have received your document for BLACK RIVER RANCH LIMITED PARTNERSHIP and your check(s) totaling \$178.62. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on March 31, 1999. Please amend your document accordingly.

The document must state that it was duly executed and is being filed in accordance with section 620.109, Florida Statutes.

The restated certificate and the supplemental affidavit needs to be 2 separate documents.

We are enclosing the proper form(s) with instructions 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: 499A00044576

FILED
SEP 24 PM 5:00
SEP 24 1999
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

REVISED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
BLACK RIVER RANCH LIMITED PARTNERSHIP

THIS REVISED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP is executed on the 21 day of SEPTEMBER, 1999 with respect to the agreement of Black River Ranch Limited Partnership ("the Partnership"). The original Certificate of Limited Partnership was filed on March 31, 1999, and the purpose of this revision and restatement is to reflect the addition of new limited partners by virtue of transfers of limited partnership interests from the existing limited partners to each other and to the new limited partners. This certificate is also being revised and restated to reflect the changes in capital accounts caused by the transfers and by a slight revision of the appraisals of the assets transferred to the limited partnership. This document is being duly executed and filed in accordance with section 620.109, Florida Statutes. The limited partnership certificate is restated as follows:

1. Name. The Partnership's name is Black River Ranch Limited Partnership.

2. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, farming, and operating the real property, investments, and other assets owned or acquired by the Partnership, and all other related acts. The Partnership may also do all things allowed and not otherwise illegal under the laws of the state of Florida.

3. Registered Agent. The name and post office address of the

Partnership's registered agent is:

John F. Donovan
6401 S.W. Thistle Terrace
Palm City, Florida 34990

Mr. Donovan is the President of Black River Ranch, Inc., a Florida Corporation, which is the sole general partner. Mr. Donovan resides and has his business address within the state of Florida.

4. Specified Office. The principal place of business and the mailing address of the office at which its records are kept is:

Black River Ranch Limited Partnership
Black River Ranch, Inc., General Partner
C/O John F. Donovan, President
6401 S.W. Thistle Terrace
Palm City, Florida 34990

5. Partners. The name and post office address of the general partner is:

Black River Ranch, Inc.
C/O John F. Donovan, Registered Agent
6401 S.W. Thistle Terrace
Palm City, Florida 34990

6. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2025.

7. Affidavit of Limited Partner Contributions. The undersigned states, under oath, that the current capital contributions of each of the limited partners is as follows:

<u>Limited Partners</u>	<u>Capital Contribution</u>	<u>Interest</u>
Renee D. Ciferri	<u>actual \$143,703.00</u> <u>anticipated \$0.00</u>	<u>7.5%</u>
Michael F. Ciferri,	<u>actual \$143,703.00</u> <u>anticipated \$0.00</u>	<u>7.5%</u>

Michael F. Ciferri*,	<u>actual \$401,913.00</u>	<u>21.0%</u>
	<u>anticipated \$0.00</u>	
Michael F. Ciferri**,	<u>actual \$401,913.00</u>	<u>21.0%</u>
	<u>anticipated \$0.00</u>	
Michael F. Ciferri***,	<u>actual \$401,913.00</u>	<u>21.0%</u>
	<u>anticipated \$0.00</u>	
Michael F. Ciferri****,	<u>actual \$401,913.00</u>	<u>21.0%</u>
	<u>anticipated \$0.00</u>	

* As Trustee of The Michael F. Ciferri, Jr. Trust, under Trust Agreement dated May 14, 1999.

** As Trustee of The Catherine Rose Ciferri Trust, under Trust Agreement dated May 14, 1999.

*** As Trustee of The Danielle Marie Ciferri Trust, under Trust Agreement dated May 14, 1999.

**** As Trustee of The Jessica Ann Ciferri Trust, under Trust Agreement dated May 14, 1999.

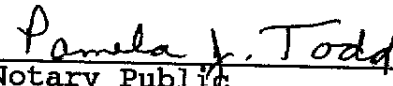
IN WITNESS WHEREOF, the undersigned general partner has signed and sealed this certificate, on the day and year first above written.

Black River Ranch, Inc., General Partner

 (Seal)
John F. Donovan, President

STATE OF MICHIGAN)
COUNTY OF SANILAC)

The foregoing completed Limited Partnership Certificate was sworn, subscribed, and acknowledged before me this 21 day of SEPTEMBER, 1999, by John F. Donovan, President of Black River Ranch, Inc., the General Partner of Black River Ranch Limited Partnership, who is personally known to me and who did take an oath. WITNESS my hand and official seal this 21 day of SEPTEMBER, 1999.


Notary Public
My Commission Expires:
PAMELA J TODD
NOTARY PUBLIC SANILAC COUNTY, MICH.
MY COMMISSION EXPIRES 5-1-00

FILED
SEP 21 PM 5:09
NOTARY PUBLIC