

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

TWO RIVERS PARTNERS, L.L.L.P.,
a Florida limited partnership

FILED
01 SEP 28 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, the undersigned, constituting the General Partner of TWO RIVERS PARTNERS, L.L.L.P., a Florida limited partnership ("Partnership"), whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on June 30, 1999, as amended, hereby amends and restates said Certificate of Limited Partnership, of said Partnership, to wit:

It is the intent of the Partnership that this Amended and Restated Certificate of Limited Partnership be filed in order to correct a scrivener's error that was made April 12, 2001. Flamingo Consulting and Management, Inc. was never the General Partner of Two Rivers Partners, Ltd.

1. The name of the Partnership is:

TWO RIVERS PARTNERS, L.L.L.P.

2. The mailing address of the Partnership is:

5252 S. Tamiami Trail
Sarasota, Florida 34231

3. The principal office address of the Partnership is:

5252 S. Tamiami Trail
Sarasota, Florida 34231

4. The name and address of the registered agent of the Partnership is:

Edward L. Kalin
5252 S. Tamiami Trail
Sarasota, Florida 34231

5. The name and address of the general partner of the Partnership is:

Kalin Enterprises, Inc., a Florida corporation
5252 S. Tamiami Trail
Sarasota, Florida 34231

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6. Unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement, the latest date upon which the Partnership shall dissolve is: December 31, 2049
7. The date of the filing of the Certificate of Limited Partnership with the Department of State was the effective date of this Partnership: June 30, 1999

The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by KALIN ENTERPRISES, INC., a Florida corporation, general partner of TWO RIVERS PARTNERS, L.L.L.P., a Florida limited partnership, this 12th day of April, 2001.

WITNESSES:

TWO RIVERS PARTNERS, L.L.L.P., a Florida
limited partnership

By: KALIN ENTERPRISES, INC., a Florida
corporation

[Signature]
Cheryl E. Johnson

By: [Signature]
Edward L. Kalin, President

"GENERAL PARTNER"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

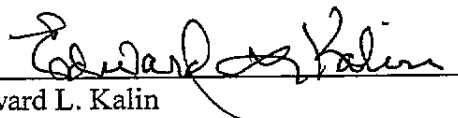
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Having been named to accept service of process for TWO RIVERS PARTNERS, L.L.L.P., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: _____

4/12/01


Edward L. Kalin

“REGISTERED AGENT”