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May 4, 2006

VIA HAND DELIVERY

MARTIN S. FRIEDMAN, P.A.
VALERIE E. LORD
BRIAN J. STREET
RECEIVED - FPSC
MAY - 4 PM 12:12
COMMISSION
CLERK

Ms. Blanca Bayo, Director
Division of the Commission Clerk
And Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

RE: Docket No. 060028
C.F.A.T. H2O, Inc.

Dear Ms. Bayo:

Enclosed on behalf of C.F.A.T. H2O, Inc. for filing in the above dockets are sixteen copies of the Restated and Amended Stock Purchase Agreement.

Please acknowledge receipt by date stamping the extra copy provided.

- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL _____
- OPC _____
- RCA _____
- SCR _____
- SGA _____
- SEC 1
- OTH _____

Sincerely,

Wayne L. Schiefelbein
Of Counsel

WLS/dcr
Enclosures
G:\CFAT H2O\Bayo 3 ltr.wpd

RECEIVED & FILED

 R. J. N
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

03976 MAY-4 08

FPSC-COMMISSION CLERK

RESTATED AND AMENDED
STOCK PURCHASE AGREEMENT

This Restated and Amended Stock Purchase Agreement is made on this 1st day of MAY, 2006, by and among Ronald Chase, by and through Sid Wingerhoff acting under a Power of Attorney, hereinafter known as Seller, and Charles de Menzes, and Eugenia Segarra, hereinafter known as Buyers.

WHEREAS, on August 31, 2005, Mr. Chase, by and through Mr. Wingerhoff, entered into a Stock Purchase Agreement with Mr. de Menzes, a copy of which is appended hereto as Exhibit "A;"

WHEREAS, it has come to the attention of the parties that said Stock Purchase Agreement is erroneous and/or deficient in certain aspects, and the parties desire to restate and amend said Agreement to fully and accurately reflect their intent.

WHEREAS, as reflected below, the parties intended the purchase of certain stock by Floyd and Eugenia Segarra, as Joint Tenants with Right of Survivorship; and

WHEREAS, Floyd Segarra is now deceased.

NOW, THEREFORE, in consideration of the foregoing recitals and benefits to be derived from the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Seller and Buyers hereby agree to sell and purchase the Seller's interest in the corporation known as C.F.A.T. H2O, Inc., a Florida corporation, upon the following restated and amended terms and conditions.

1. The foregoing recitals are true and correct and are incorporated herein.
2. Seller represents that said interest in the corporation equals one hundred four (104) shares of stock, representing fifty-two (52%) percent of the corporation, and that Seller has the right to sell said interest and Seller warrants that the Stock is free of any and all liens or encumbrances.

The purchase price for said shares of stock is One Hundred Forty Thousand Dollars (\$140,000.00) which was duly paid in cash within 30 days of the signing of the original Stock Purchase Agreement.

The effective date of purchase shall remain August 31, 2005.

3. Seller's interest shall be transferred as follows:

4 shares (2%) to Charles de Menzes
100 shares (50%) to Floyd and Eugenia Segarra, as Joint Tenants with Right of Survivorship

DOCUMENT NUMBER-DATE

03976 MAY-4 8

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This transfer of interest reflects to the parties' intent as of August 31, 2005.

4. A primary reason for executing this Restated and Amended Stock Purchase Agreement is to accurately set forth the parties' intent in that regard and to conform the agreement of the parties with the related documentation to the transaction, including, but not limited to, the shares of stock reflecting ownership interests.

5. The parties hereto also acknowledge and agree that the transfer provided for herein is subject to the jurisdiction and contingent upon approval of the Florida Public Service Commission.

6. In all other respects, the terms and conditions of the attached Stock Purchase Agreement are hereby ratified.

SELLER: Sid Wingerhoff POA
Sid Wingerhoff, Attorney-In-Fact
For Ronald Chase

BUYER: Eugenia Segarra
Eugenia Segarra

BUYER: Charles de Menzes
Charles de Menzes