

A 32437

**McLin Burnsed Morrison
Johnson Newman & Roy**

PROFESSIONAL
ASSOCIATION

ATTORNEYS AT LAW

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Stephen W. Johnson
Walter S. McLin, III
G. Michael Mahoney
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Steven M. Roy
Jeffrey P. Skates
Phillip S. Smith
M. Catherine Wellman

November 20, 1998

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Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

Re: Lazy B Cattle Venture, Ltd.
Our File No. OH-586

A32437

Greetings:

Enclosed for filing please find **Certificate of Amendment to Certificate of Limited Partnership**. Also enclosed is our check in the amount of \$52.50 for the required filing fee.

Please return a conformed copy to our office in the enclosed self-addressed return envelope. Thank you for your assistance.

Sincerely,

Gay E. Reed

Gay E. Reed
Secretary to Steven M. Roy

:ger
Enclosures

FILED
98 NOV 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
98 NOV 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS FOURTH AMENDMENT to the partnership agreement of LAZY B CATTLE VENTURE, LTD., a Florida limited partnership, made as of November 1, 1998, by and among H. GARY MORSE, MARK MORSE and R. DEWEY BURNS, the "General Partners", and MARTIN L. DZURO, GEORGE F. MCCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, SHARON L. MORSE, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, DALE BORROWMAN, JOHN LEBOEUF, JAMES CICHIELLO and H. GARY MORSE, the "Limited Partners",

WITNESSETH:

WHEREAS, on December 24, 1991, LAZY B CATTLE VENTURE, LTD., a Florida limited partnership, was formed by filing an Affidavit and Certificate of Limited Partnership with the Secretary of State of the State of Florida; and the partners at that time entered into a Limited Partnership Agreement (the "Agreement") whereby they agreed to carry on certain activities for their mutual benefit, according to the terms and conditions set forth in said agreement; and

WHEREAS, the Agreement was duly amended by an instrument dated October 24, 1994 to extend the permissible term of the Partnership; and

WHEREAS, the Agreement was duly amended by a Second Amendment to Limited Partnership Agreement dated May 1, 1996, adding additional limited partners; and

WHEREAS, the Agreement was duly amended by a Third Amendment to Limited Partnership Agreement dated January 1, 1997, adding an additional limited partner; and

WHEREAS, on November 1, 1998, H. GARY MORSE, R. DEWEY BURNS and MARK MORSE, each assigned 1.0% General Partnership interest to LBCV, INC., a Florida Corporation, making LBCV, INC., a Florida Corporation, the sole General Partner, and giving R. DEWEY BURNS and MARK MORSE each a 9.0% Limited Partnership interest, all with the unanimous consent of all Partners; and

WHEREAS, the Partners now wish to further amend the Agreement to reflect the foregoing changes in the General Partners and Limited Partners and their respective interests in the Partnership.

NOW, THEREFORE, in consideration of the foregoing premises, and of the mutual covenants contained herein, and for the other good and valuable consideration, the Partners agree to file with the Florida Secretary of State the following:

A. The name of the limited partnership is Lazy B Cattle Venture, Ltd.

B. The Certificate of Limited Partnership for this limited partnership was filed on December 24, 1991.

C. The amendment to the Certificate of Limited Partnership is as follows:

1. Section 3 of the Agreement is hereby amended to read as follows:

"3. **PARTNERS:** The names and addresses of the General Partner is as follows:

949-72645
LBCV, INC., a Florida Corporation
1100 Main Street, The Villages, Florida 32159

The names of the Limited Partners are MARTIN L. DZURO, GEORGE F. McCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, SHARON L. MORSE, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, DALE BORROWMAN, JOHN LEBOEUF, JAMES CICHIELO, H. GARY MORSE, MARK MORSE and R. DEWEY BURNSSED.

2. Section 6 of the Agreement is amended to read, in its entirety, as follows:

(a) General Partners:

LBCV, Inc.	-	3%
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(b) Limited Partners:

R. DEWEY BURNSSED	-	9%
MARK MORSE	-	9%
H. GARY MORSE	-	5%
MARTIN L. DZURO	-	5%
GEORGE F. McCABE, JR.	-	5%
RICHARD L. MURRAY	-	5%
JOHN E. PARKER	-	5%
SHARON L. MORSE	-	5%
STEPHEN J. DRAKE	-	5%
JOHN F. WISE	-	5%
PAUL D. McDOWELL	-	5%
DONALD W. MATHEWS	-	5%
JENNIFER PARR	-	5%
JOHN R. GRANT	-	5%
MICHAEL E. WEST	-	5%
RONALD G. HESS	-	5%
DALE BORROWMAN	-	3%
JOHN LEBOEUF	-	3%
JAMES CICHIELO	-	3%

IN WITNESS WHEREOF, the Partners have signed this Fourth Amendment as of the day and year first written above.

GENERAL PARTNER:

LBCV, INC.

BY:

Mark Morse

TITLE:

PRES.

LIMITED PARTNERS:

R. Dewey Burnsed

R. DEWEY BURNSED

Mark Morse

MARK MORSE

H. Gary Morse

H. GARY MORSE

Martin L. Dzuro

MARTIN L. DZURO

George F. McCabe, Jr.

GEORGE F. MCCABE, JR.

Richard L. Murray

RICHARD L. MURRAY

John E. Parker

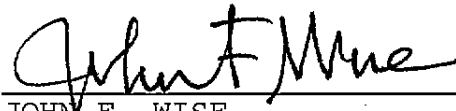
JOHN E. PARKER

Sharon L. Morse

SHARON L. MORSE

Stephen J. Drake

STEPHEN J. DRAKE



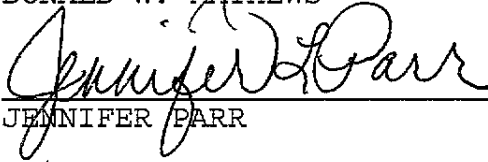
JOHN F. WISE



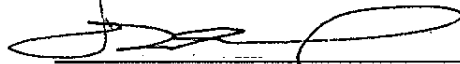
PAUL D. McDOWELL



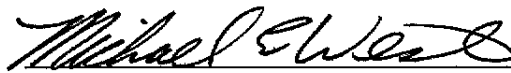
DONALD W. MATHEWS



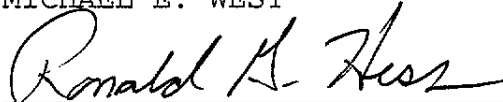
JENNIFER PARR



JOHN R. GRANT



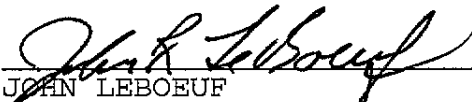
MICHAEL E. WEST



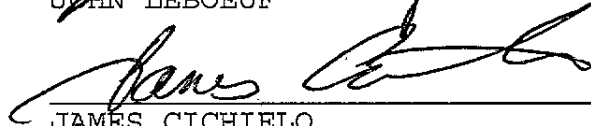
RONALD G. HESS



DALE BORROWMAN



JOHN LEBOEUF



JAMES CICHIELLO