

Division of Corporations

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03 FEB -5 PM 1:00
DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT**LAZY B CATTLE VENTURE, LTD.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$61.25

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP**

THIS SIXTH AMENDMENT to the partnership agreement of **LAZY B CATTLE VENTURE, LTD.**, a Florida limited partnership, made as of January 1, 2003, by and among **LBCV, INC.**, a Florida corporation, the "General Partner", and **H. GARY MORSE, MARK G. MORSE, R. DEWEY BURNSED, MARTIN L. DZURO, GEORGE F. McCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER L. PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, C. DALE BORROWMAN, JAMES CICHIELO, STEVEN M. ROY, and TRACY MATHEWS**, 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, the Agreement was duly amended by a Fifth Amendment to Limited Partnership Agreement, dated July 31, 2002, adding an additional limited partner; and

WHEREAS, on January 1, 2003, H. Gary Morse assigned a 5% limited partnership interest to his wife, Renee B. Morse, and, subsequently, Renee B. Morse assigned a 5% limited partnership interest to Tracy Mathews, 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.

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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 of the Limited Partners are as follows:

H. GARY MORSE, MARK G. MORSE, R. DEWEY BURNSED, MARTIN L. DZURO, GEORGE F. McCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER L. PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, C. DALE BORROWMAN, JAMES CICHIELO, STEVEN M. ROY and TRACY MATHEWS

- 2. Section 7 (referred to incorrectly as Section 6 in the Second, Third and Fourth Amendments due to a scrivener's error) of the Agreement is amended to read, in its entirety, as follows:

- (a) General Partners:

LBCV, Inc.

- (b) Limited Partners:

H. GARY MORSE	5%
R. DEWEY BURNSED	9%
MARK G. MORSE	9%
MARTIN L. DZURO	5%
GEORGE F. McCABE, JR.	5%
RICHARD L. MURRAY	5%
JOHN E. PARKER	5%
STEPHEN J. DRAKE	5%
JOHN F. WISE	5%
PAUL D. McDOWELL	5%

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TALLAHASSEE, FLORIDA

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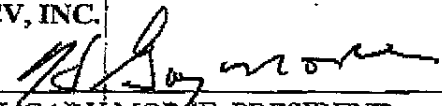
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DONALD W. MATHEWS	5%
JENNIFER L. PARR	5%
JOHN R. GRANT	5%
MICHAEL E. WEST	5%
RONALD G. HESS	5%
TRACY MATHEWS	5%
C. DALE BORROWMAN	3%
JAMES CICHIELO	3%
STEVEN M. ROY	3%

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

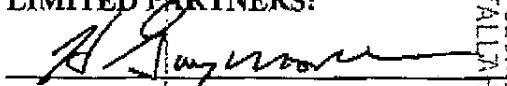
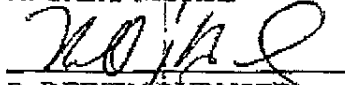
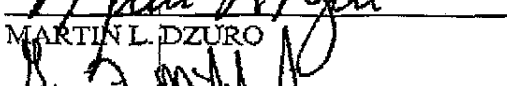
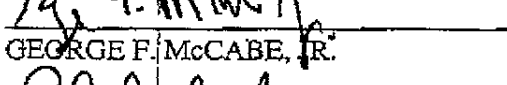
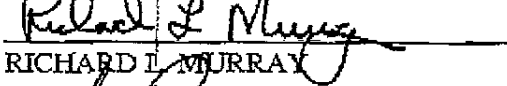
GENERAL PARTNER:

LBCV, INC.

By: 

H. GARY MORSE, PRESIDENT

LIMITED PARTNERS:


H. GARY MORSE
R. DEWEY BURNSED
MARK G. MORSE
MARTIN L. DZURO
GEORGE F. McCABE, JR.
RICHARD L. MURRAY
JOHN E. PARKERSECRETARY OF STATE
TALLAHASSEE, FLORIDA

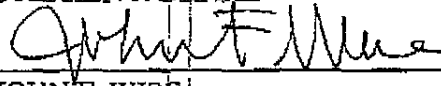
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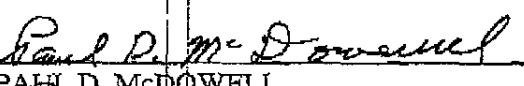
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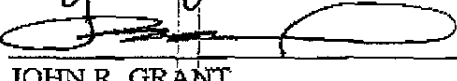

STEPHEN J. DRAKE


JOHN F. WISE


PAUL D. McDOWELL


DONALD W. MATHEWS


JENNIFER L. PARR

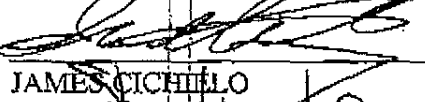

JOHN R. GRANT

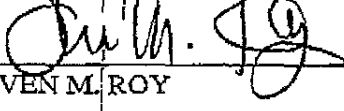

MICHAEL E. WEST


RONALD G. HESS


TRACY MATHEWS


C. DALE BORROWMAN


JAMES CICHELO


STEVEN M. ROY

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