LAWYER

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Juno Beach, Florida 33408-1431

MARK J. NOWICKI ALSO ADMITTED IN COLORADO AND MONTANA

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BOARD CERTIFIED IN TAXATION PRACTICE LIMITED TO ESTATE PLANNING. INCOMETAX PLANNING AND RELATED FEDERAL TAX MATTERS

September 13, 2002

Secretary of State Bureau of Corporate Records Amendment Section 409 E. Gaines Street Tallahassee, Florida 32399

Re:

W.C. W. Holdings, Ltd.; Amendment to Certificate of Limited Partnership

Dear Madam:

I enclose an Amendment to the Certificate of Limited Partnership for W.C.W. Holdings, Ltd.

Kindly return a certified copy of this Amendment to my office. I enclose filing fees computed as follows:

Filing of Amendment \$52.50 Certificate of Status \$8.75 \$61.25 Total Funds Enclosed

Should you have any questions, certainly feel free to call.

Sincerely,

Mark J. Nowicki

MJN/dmg

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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP FOR W.C.W. HOLDINGS, LTD. FILED IN COMPLIANCE WITH F.S. §620.109

Pursuant to F.S. §620.109, the undersigned Partners hereby make, acknowledge and file this amendment to the Certificate of Limited Partnership for W.C.W. Holdings, Ltd., hereinafter referred to as the "Partnership."

- 1. The name of the Partnership is W.C.W. Holdings, Ltd.
- 2. The Partnership filed its Certificate of Limited Partnership with the Secretary of State on January 15, 1993.
- 3. The Partnership hereby amends paragraph 4 of the Certificate of Limited Partnership as follows:
 - "4. The name and business address of the General Partners are as follows:

GENERAL PARTNERS:

William R. Grigsby, as Trustee of the William R. Grigsby Restated Revocable Trust dated December 30, 1998. 7200 S.W. 196th Terrace Okeechobee, Florida 34974

Carolyn B. Grigsby, as Trustee of the Carolyn B. Grigsby Restated Revocable Trust dated December 30, 1998. 7200 S.W. 196th Terrace Okeechobee, Florida 34974

William Grigsby, Jr. 4624 Drew Court Lakeland, FL 33810"

In witness whereof, the General Partners do hereby set their hand and seal this <u>12th</u> day of <u>September</u>, 2002.

William R. Grigsby, as Trustee of the William R. Grigsby Restated Revocable Trust dated December 30, 1998

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Carolyn B. Grigsby, as Trustee of the Garolyn B. Grigsby Restated Revocable Trust dated December 30, 1998

William R. Grigsby, Jr., Newly Admitted General Partner