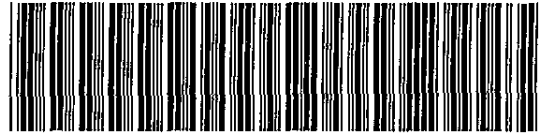


A93000000142

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02 DEC -3 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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12/03/02--01046--024 **61.25

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DIVISION OF CORPORATION

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FILINGS, INC. TERESA ROMAN
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 TALLAHASSEE, FLORIDA 32308 385-6735
 (City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. W.C.W. Holdings, LLC (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

MARK J. NOWICKI

LAWYER

LOGGERHEAD PLAZA, SUITE 210

14155 U.S. HIGHWAY ONE

JUNO BEACH, FLORIDA 33408-1431

TELEPHONE 561 624-1444

TELEFAX 561 630-4425

E-MAIL: mnowickiesq@aol.com

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO
AND MONTANA

OF COUNSEL
MAYER & KENNEDY

FILED

02 DEC -3 PM 2: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOARD CERTIFIED IN TAXATION

PRACTICE LIMITED TO

ESTATE PLANNING.

INCOME TAX PLANNING AND
RELATED FEDERAL TAX MATTERS

November 12, 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	<u>\$8.75</u>
Total Funds Enclosed	\$61.25

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

Sincerely,


Mark J. Nowicki

MJN/dmg

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
FILED IN COMPLIANCE WITH FLORIDA STATUTES
CHAPTER 620.109, AS AMENDED

FILED

02 DEC -3 PM 2: 0

Pursuant to Florida Statutes §620.109, the undersigned Partners hereby file this Amendment to the Certificate of Limited Partnership for W.C.W. Holdings, LLLP, hereinafter referred to as the Partnership.

OFFICE OF THE CLERK OF THE
SUPREME COURT OF FLORIDA
TALLAHASSEE, FLORIDA

1. The name of the Partnership is W.C.W. Holdings, LLLP
2. The Partnership filed its original Certificate of Limited Partnership on January 15, 1993 Document No. A93000000142. A Limited Liability Limited Partnership Statement of Qualification was filed October 7, 2002. This document comprises an amendment to the Certificate of Limited Partnership for W.C.W. Holdings, LLLP, to be effective upon filing.
3. The Certificate of Limited Partnership is hereby amended by deleting William R. Grigsby, as Trustee as General Partner due to his death on October 25, 2002. Paragraph 4 of the Certificate of Limited Partnership is therefore deleted in entirety and replaced with the following paragraph 4:

"The names and business addresses of the General Partners are as follows:

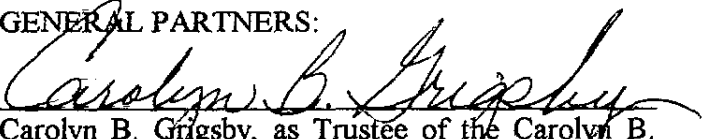
GENERAL PARTNERS:

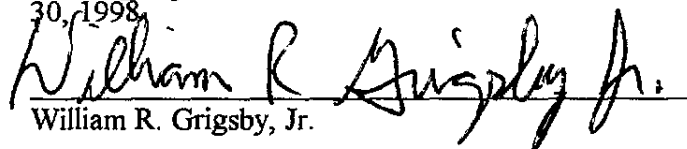
Carolyn B. Grigsby, as Trustee of the Carolyn B. Grigsby
Restated Revocable Trust dated December 30, 1998.
7200 S.W. 196th Terrace
Okeechobee, Florida 34974

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

IN WITNESS WHEREOF, each General Partner does hereby set its hand and seal on this
12th day of November, 2002.

GENERAL PARTNERS:


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


William R. Grigsby, Jr.