

A94000001700

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

BARNETT BANK CENTER
240 SOUTH PENNAPLE AVENUE
P. O. BOX 49948
SARASOTA, FLORIDA 34238-0948

WATS (FROM TAMPA) 645-7105
PHONE (941) 366-6660
FAX (941) 366-3999

HERITAGE COURT
SUITE 200
5020 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103

PHONE (941) 649-6734
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 TAMiami TRAIL SOUTH
VERDE, FLORIDA 34285

PHONE (941) 485-8200
FAX (941) 488-9436

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHRYN ANGELL CARR*
STEVEN J. CHASE**
RONALD L. COLLIER
DALE S. DAVIDSON

HARVEY J. ABEL

JOHN A. GARNER
CHERYL L. GORDON
SCOTT E. GORDON
MARK D. HILDRETH***
WILLIAM R. KOPF
CHRISTINE EDWARDS LAMIA****
MARK W. MCFALL

OF COUNSEL
RICHARD W. COONEY

GEORGE H. MAZZARANDI
IAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
MICHAEL S. TAAFFE*****
DAVID S. WATSON
JOHN W. WEST III

JOHNSON S. SAVARY

E-Mail: abelband@gm.com

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABATE-IL
STEVEN J. CHASE-GA
MICHAEL S. TAAFFE-NJ & NY
MARK W. MCFALL-TX
JOHN A. GARNER-IN & GA
DAVID S. WATSON-PA
SCOTT E. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC
DALE S. DAVIDSON-NC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Judge 2
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Intellectual Property Lawyer

Please refer to our file #MS00000000

Writer's direct line:

Reply to:

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: Knull-Wills, Ltd.

Dear Sir or Madam:

Enclosed please find original and duplicate **Second Amendment to Limited Partnership and Third Amendment to Limited Partnership** for the referenced Partnership, together with a check in the amount of \$210.00 to cover the following:

Filing of each Amendment \$52.50
Certified copy of each Amendment 52.50

We would appreciate your returning to us the certified copy of each Amendment to the undersigned.

Very truly yours,

900002071279--1

-01/28/97--01166--004

****210.00 ****105.00

A94000001700

Name	
Availability	DSD:gkm
Document	Enclosures
Examiner	DCC
Updater	DCC
Verifier	DCC
Act/No./Ledgement	DCC
W. P. Verifier	DCC

By


Gatha Kennedy Milhorn
Corporate Paralegal

C. TAX _____
FILING \$2.50
R. AGENT FEE _____
C. COPY \$2.50
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

97 JAN 21 AM 11:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT TO THE
LIMITED PARTNERSHIP AGREEMENT OF**

**KNULL - WILLS, LTD.,
a Florida Limited Partnership**

THE UNDERSIGNED, constituting all of the general and limited partners of
KNULL - WILLS, LTD., a Florida Limited Partnership, whose Certificate
of Limited Partnership was filed with the Florida Department of State on
December 14, 1994, hereby amends the Limited Partnership Agreement of
KNULL - WILLS, LTD. (the "Agreement"), effective December 28, 1994, *with*
attached hereto as Exhibit "A" as follows:

1. Schedule "B" is hereby amended to read as in Exhibit "B3" attached hereto.

All provisions of the Limited Partnership Agreement are incorporated herein
and are hereby modified or supplemented to conform herewith but in all other
respects are to be and shall continue in full force.

IN WITNESS WHEREOF, the undersigned have executed this Third Amend-
ment to the Limited Partnership Agreement of KNULL - WILLS, LTD.,
this 26th day of December, 1996.

MANAGING GENERAL PARTNER
(Under Paragraph 9.1 of the Partnership Agreement)

AS AGENT FOR:

GENERAL PARTNERS

William H. Knull, Jr., Individually;

**William H. Knull, Jr., as Trustee of the
Gloria K. Wills Irrevocable Trust Agreement
dated November 7, 1983;**

**William H. Knull, III;
Kenneth M. Knull;
Carroll Jeanne Wills**

FILED
97 JAN 21 AM 11:20
STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

William H. Knull, Jr., Individually

William H. Knull, Jr., as Trustee of the
Gloria K. Wills Irrevocable Trust Agreement
dated November 7, 1983

Virginia S. Knull

William H. Knull, III

Kenneth M. Knull

Barbara K. Cribbs

Carroll Jeanne Wills

Allene Wills

FILED
97 JAN 21 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSES:

S. Nandy
Quincy

William H. Knull, Jr.
William H. Knull, Jr. as
Managing General Partner

STATE OF VA
COUNTY OF Fairfax

The foregoing instrument was acknowledged before me this 26th day of December,
1996, by William H. Knull, Jr., individually, as Managing General Partner, and as Agent.

Catherine B. Chen
Notary Public
Print Name Catherine B. Chen
My Commission Expires: 7-31-99

Personally Known _____ (OR) Produced Identification William H. Knull, Jr.
Type of identification produced VA DL

KNULL - WILLS LTD.

EXHIBIT "B-3"

	<u>PERCENTAGE INTEREST</u>	<u>INSIDE BASIS</u>	<u>CAPITAL ACCOUNT</u>
<u>GENERAL PARTNERS</u>			
William H. Knoll, Jr. 5525 Yorktown Blvd. Arlington, VA 22207-1552	4.0%	\$ 8,148	\$ 28,571
William H. Knoll, Jr., as Trustee of the Gloria K. Wills Irrevocable Trust Agreement dated November 7, 1983 5525 Yorktown Blvd. Arlington, VA 22207-1552	1.0%	\$ 2,037	\$ 7,143
William H. Knoll, III 406 Fall River Road Houston, TX 77024	1.0%	\$ 2,037	\$ 7,143
Kenneth M. Knoll 16 Edgewater Circle Saco, ME 04072	1.0%	\$ 2,037	\$ 7,143
Carroll Jeanne Wills c/o Gloria K. Wills 4138 N.W. 31st Terrace Gainesville, FL 32605	1.0%	\$ 2,037	\$ 7,143
<u>LIMITED PARTNERS</u>			
William H. Knoll, Jr. 5525 Yorktown Blvd. Arlington, VA 22207-1552	14.6%	\$29,740	\$104,286
Virginia S. Knoll 5525 Yorktown Blvd. Arlington, VA 22207-1552	14.6%	\$29,740	\$104,286
William H. Knoll, III 406 Fall River Road Houston, TX 77024	4.6%	\$ 9,370	\$ 32,857
Kenneth M. Knoll 16 Edgewater Circle Saco, ME 04072	4.6%	\$ 9,370	\$ 32,857

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JAN 21 AM 11: 20

FILED

LIMITED PARTNERS (continued)

Barbara K. Cribbs 6045 Burnham Road Roanoke, VA 24018	5.6%	\$ 11,407	\$ 40,000
William H. Knull, Jr., as Trustee of the Gloria K. Wills Irrevocable Trust Agreement dated November 7, 1983 5525 Yorktown Blvd. Arlington, VA 22207-1552	43.4%	\$ 88,407	\$309,999
Carroll Jeanne Wills c/o Gloria K. Wills 4138 N.W. 31st Terrace Gainesville, FL 32605	1.8%	\$ 3,667	\$ 12,857
Allene Wills c/o Gloria K. Wills 4138 N.W. 31st Terrace Gainesville, FL 32605	2.8%	\$ 5,704	\$ 20,000
TOTALS:	100%	\$203,701	\$714,285

A 9400001700

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

E-Mail: aband@planet

ADDITIONAL JURISDICTIONS

DWID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABEL-IL
STEVEN J. CHASE-GA
MICHAEL S. TAAFFE-NJ & NY
MARK W. McFALL-TX
JOHN A. GARNER-IN & GA
DAVID S. WATSON-PA
SCOTT E. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC
DALE S. DAVIDSON-NC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business & Company Law
American Barruptcy Board of
Certification
****Board Certified in Tax Law

Please refer to our file #A9400001700

Writer's direct line:

Reply to:

BARNETT BANK CENTER
240 SOUTH PENNSYLVANIA AVENUE
P. O. BOX 4998
SARASOTA, FLORIDA 34230-0998

WATER (FROM TAMPA) 645-7100
PHONE (941) 366-6660
FAX (941) 366-3999

HERITAGE COURT
SUITE 200
5020 TAMPA TRAIL NORTH
NAPLES, FLORIDA 34103

PHONE (941) 649-6734
FAX (941) 366-3999

TANDEN CENTER
SUITE 199
333 TAMPA TRAIL SOUTH
VENICE, FLORIDA 33595

PHONE (941) 465-8200
FAX (941) 466-9436

ANTHONY J. ABEL
SARALYN ABEL
DAVID S. BAND
KATHRYN ANOELL CARR
STEVEN J. CHASE**
RONALD L. COLLIER
DALE S. DAVIDSON

JOHN A. GARNER
CERKYL L. GORDON
SCOTT E. GORDON
MARK D. HILGERTH***
WILLIAM R. KOPF**
CHRISTINE EDWARDS LAMIA****
MARK W. McFALL

GEORGE H. MAZZARANTAN
JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAWYR

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

600002071276--0
-01/28/97--01166--004
****210.00 ****105.00

Re: Knull-Wills, Ltd.

Dear Sir or Madam:

Enclosed please find original and duplicate Second Amendment Limited Partnership and Third Amendment to Limited Partnership for the referenced Partnership, together with a check in the amount of \$210.00 to cover the following:

Filing of each Amendment \$52.50
Certified copy of each Amendment 52.50

We would appreciate your returning to us the certified copy of each Amendment to the undersigned.

Very truly yours,

By


Gatha Kennedy Milhorn
Corporate Paralegal

C. TAX _____
FILING \$25.50
RECORD FEE _____
C. COPY \$2.50
TO: _____
N. BANK _____
BALANCE DUE _____
REFUND _____

A94000001700

Name	Availability
Document Examiner	DSD: gkm DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JAN 28 11:20
FILE

**SECOND AMENDMENT TO THE
LIMITED PARTNERSHIP AGREEMENT OF
KNULL - WILLS, LTD.,
a Florida Limited Partnership**

FILED
97 JAN 21 PM 11:20
SECRET
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, constituting all of the general and limited partners of KNULL - WILLS, LTD., a Florida Limited Partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on December 14, 1994, hereby amends the Limited Partnership Agreement of KNULL - WILLS, LTD., effective May 12, 1995, attached hereto as Exhibit "A" as follows:

1. Section 2.1(a) General Partners is hereby amended to read as follows:

The term "General Partners" shall mean William H. Knull, Jr., individually or as Trustee, or William H. Knull, III, Kenneth M. Knull or Carroll Jeanne Wills, or any other person or entity so admitted as a General Partner by consenting to be bound by the terms of this Agreement. A General Partner may be both a General Partner and a Limited Partner.

2. Schedule "B" is hereby amended to read as in Exhibit "B-2" attached hereto.

All provisions of the Limited Partnership Agreement are incorporated herein and are hereby modified or supplemented to conform herewith but in all other respects are to be and shall continue in full force.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to the Limited Partnership Agreement of KNULL - WILLS, LTD., this 12 day of May, 1995.

WITNESSES:

Bruce Mayo
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., Individually
and as Managing General Partner

"GENERAL PARTNER"

WITNESSES:

Bruce Mace
Valerie Wilde

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November 7,
1983
"GENERAL PARTNER"

Bruce Mace
Valerie Wilde

William H. Knull, Jr.
William H. Knull, Jr., Individually

97 JAN 1 AM 11:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bruce Mace
Valerie Wilde

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November 7,
1983

Bruce Mace
Valerie Wilde

Virginia S. Knull
Virginia S. Knull

William H. Knull, III

Kenneth M. Knull

WITNESSES:

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November 7,
1983
"GENERAL PARTNER"

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., Individually

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November
1983

Bruce Moore
Valerie Wilson

Virginia S. Knull
Virginia S. Knull

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JAN 21 AM 11:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

Patricia A. Bouty
Weney S. Strong

William H. Knull, III
William H. Knull, III

Kenneth M. Knull

WITNESSES:

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November 7,
1983
"GENERAL PARTNER"

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., Individually

Bruce Moore
Valerie Wilson

William H. Knull, Jr.
William H. Knull, Jr., as Trustee
of the Gloria K. Wills Irrevocable
Trust Agreement dated November 7,
1983

Bruce Moore
Valerie Wilson

Virginia S. Knull
Virginia S. Knull

William H. Knull, III

Rebeck L. Jovanovic
Deborah A. Nelson

Kenneth M. Knull
Kenneth M. Knull

97 JUN 21 AM 11:20
SECRET
T/ADR
OFFICE OF STATE
RECORDS
FLORIDA

FILED

WITNESSES:

Barbara K. Cribbs

Brad Magee
Valerie Wilson

Carroll Jeanne Wills
Carroll Jeanne Wills

Allene Wills

"LIMITED PARTNERS"

97 JAN 21 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by William H. Knull, Jr., individually, as General Partner.

Brad Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

WITNESSES:

Barbara K. Cribbs

Brad Magee
Valerie Wilson

Carroll Jeanne Wills
Carroll Jeanne Wills

Patricia M. Carlson
Patricia M. Carlson

Allene Wills
Allene Wills

"LIMITED PARTNERS"

STATE OF Florida
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this _____ day of _____, 199____, by William H. Knull, Jr., individually, as General Partner.

Brad Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

97 JAN 21 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

WITNESSES:

Jane W. Thompson

Barbara K. Cribbs
Barbara K. Cribbs

Ellen B. Jones

Brad Magee

Carroll Jeanne Wills
Carroll Jeanne Wills

Valerie Wilson

Allene Wills

"LIMITED PARTNERS"

STATE OF Florida
COUNTY OF Sarasota

97 JAN 21 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The foregoing instrument was acknowledged before me this _____ day of _____, 199__, by William H. Knull, Jr., individually, as General Partner.

Brad Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 199__, by William H. Knull, III, as General Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ____ (OR) Produced Identification ____
Type of identification produced _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 199__, by Kenneth M. Knull, as General Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ____ (OR) Produced Identification ____
Type of identification produced _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ____ day of _____, 199__, by Carroll Jeanne Wills, as General Partner.

Bradley D Magee

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ____ (OR) Produced Identification ____
Type of identification produced _____

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by William H. Knull, III, as General Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by Kenneth M. Knull, as General Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

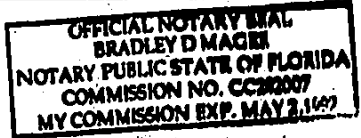
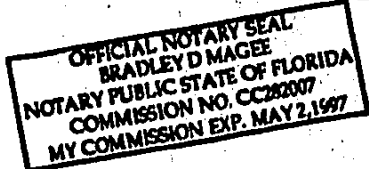
STATE OF Florida
COUNTY OF San Jose

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by Carroll Jeanne Wills, as General Partner.

Bradley D Magee

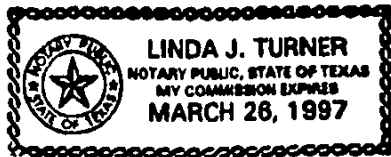
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____



STATE OF Texas
COUNTY OF Harris

The foregoing instrument was acknowledged before me this ___
day of _____, 199__, by William H. Knull, III, as General
Partner.



Linda J. Turner
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___
day of _____, 199__, by Kenneth M. Knull, as General
Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

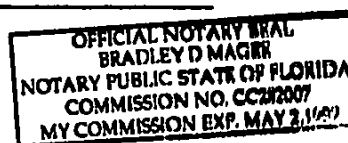
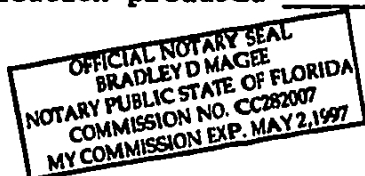
Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___
day of _____, 199__, by Carroll Jeanne Wills, as General
Partner.

Bradley D. Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____



STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by William H. Knull, III, as General Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

STATE OF Maine
COUNTY OF York

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by Kenneth M. Knull, as General Partner.

Rachel S. Levasseur

Notary Public
Print Name: Rachel S. LEVASSEUR
My Commission Expires: 10-10-98

Personally Known (OR) Produced Identification _____
Type of identification produced _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by Carroll Jeanne Wills, as General Partner.

Bradley D Magee

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

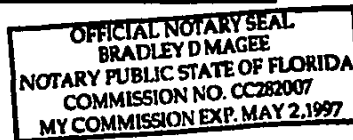
OFFICIAL NOTARY SEAL
BRADLEY D MAGEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282007
MY COMMISSION EXP. MAY 2, 1997

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by William H. Knull, Jr., individually, as Limited Partner.

Bradley Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

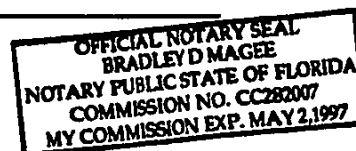


STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by William H. Knull, Jr., as Trustee of the Gloria K. Wills Irrevocable Trust Agreement dated November 7, 1983, as Limited Partner.

Bradley Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____

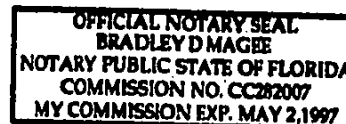


STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by Virginia S. Knull, as Limited Partner.

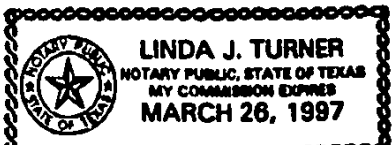
Bradley Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____



STATE OF Texas
COUNTY OF Harris

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by William H. Knull, III, as Limited Partner.



Linda J. Turner
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by Kenneth M. Knull, as Limited Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ___ day of _____, 199__, by Barbara K. Cribbs, as Limited Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

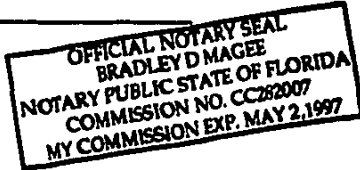
Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this _____ day of _____, 199__, by Carroll Jeanne Wills, as Limited Partner.

Bradley D Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____



STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 199__, by Allene Wills, as Limited Partner.

Notary Public
Print Name: _____
My Commission Expires: _____

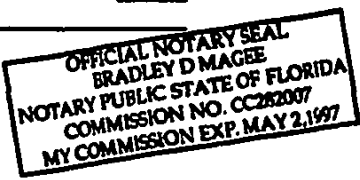
Personally Known _____ (OR) Produced Identification _____
Type of identification produced _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by Carroll Jeanne Wills, as Limited Partner.

Bradley Magee
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known ___ (OR) Produced Identification ___
Type of identification produced _____



STATE OF Florida
COUNTY OF Alachua

The foregoing instrument was acknowledged before me this ___ day of _____, 199___, by Allene Wills, as Limited Partner.

Patricia M. Carlson
Notary Public
Print Name: Patricia M. Carlson
My Commission Expires: 2-2-96

Personally Known ___ (OR) Produced Identification ___
Type of identification produced FDL 42420-000-49-916-0



KNULL - WILLS, LTD.

EXHIBIT "B-2"

	<u>PERCENTAGE INTEREST</u>	<u>INSIDE BASIS</u>	<u>CAPITAL ACCOUNT</u>
<u>GENERAL PARTNERS</u>			
William H. Knoll, Jr. 5525 Yorktown Blvd. Arlington, VA 22207-1552	4.0%	\$ 8,148	\$ 28,571
William H. Knoll, Jr., as Trustee of the Gloria K. Wills Irrevocable Trust Agreement dated November 7, 1983 5525 Yorktown Blvd. Arlington, VA 22207-1552	1.0%	\$ 2,037	\$ 7,143
William H. Knoll, III 406 Fall River Road Houston, TX 77024	1.0%	\$ 2,037	\$ 7,143
Kenneth M. Knoll 16 Edgewater Circle Saco, ME 04072	1.0%	\$ 2,037	\$ 7,143
Carroll Jeanne Wills c/o Gloria K. Wills 4138 N.W. 31st Terrace Gainesville, FL 32605	1.0%	\$ 2,037	\$ 7,143
<u>LIMITED PARTNERS</u>			
William H. Knoll, Jr. 5525 Yorktown Blvd. Arlington, VA 22207-1552	18.8%	\$38,296	\$134,286
Virginia S. Knoll 5525 Yorktown Blvd. Arlington, VA 22207-1552	18.8%	\$38,296	\$134,286
William H. Knoll, III 406 Fall River Road Houston, TX 77024	1.8%	\$ 3,666	\$ 12,857
Kenneth M. Knoll 16 Edgewater Circle Saco, ME 04072	1.8%	\$ 3,666	\$ 12,857

FILED
97 JAN 21 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERS (continued)

Barbara K. Cribbs
6045 Burnham Road
Roanoke, VA 24018

2.8%

\$ 5,704

\$ 20,000

William H. Knull, Jr., as
Trustee of the Gloria K. Wills
Irrevocable Trust Agreement
dated November 7, 1983
5525 Yorktown Blvd.
Arlington, VA 22207-1552

46.2%

\$ 94,110

\$329,999

Carroll Jeanne Wills
c/o Gloria K. Wills
4138 N.W. 31st Terrace
Gainesville, FL 32605

0.4%

\$ 815

\$ 2,857

Allene Wills
c/o Gloria K. Wills
4138 N.W. 31st Terrace
Gainesville, FL 32605

1.4%

\$ 2,852

\$ 10,000

TOTALS:

100%

\$203,701

\$714,285