

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

A9600000266

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 01-18-00

200003101042  
-01/18/00--01042--026  
\*\*\*\*\*27.50 \*\*\*\*\*27.50

REF. #: 0163.10033

CORP. NAME: ECoverture WGV, LTD.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- REINSTATEMENT
- MERGER
- CERTIFICATE OF CANCELLATION
- UCC-1
- OTHER:

- ARTICLES OF DISSOLUTION
- FICTITIOUS NAME
- LIMITED LIABILITY
- WITHDRAWAL
- UCC-3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 18 PM 1:43PM

4

STATE FEES PREPAID WITH CHECK# 6815 FOR \$ 33.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 200003101042  
-01/18/00--01042--027  
\*\*\*\*\*33.75 \*\*\*\*\*33.75

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

RECEIVED  
00 JAN 18 AM 10:25  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
 PLAIN STAMPED COPY

Examiner's Initials

BR  
1/18/00

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ECOVENTURE WGV, LTD.**

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DIVISION OF CORPORATIONS  
00 JAN 18 PM 1:43

ECOVENTURE WGV, LTD. (the "Partnership"), a limited partnership organized under the Florida Revised Uniform Limited Partnership Act (the "Act"), for the purpose of amending its Certificate of Limited Partnership pursuant to Section 620.109 of the Act, hereby certifies as follows:

1. The name of the Partnership is Ecoventure WGV, Ltd. (Florida Document No. A96000000266).

2. The date of the filing of the Certificate of Limited Partnership of the Partnership (the "Certificate") with the Florida Secretary of State is February 7, 1996.

3. The Certificate is hereby amended to reflect that, effective January 1, 2000, Ecoventure WGV, Inc., a Florida corporation (the "Withdrawing General Partner"), has withdrawn as the general partner of the Partnership, and N-WGV GP, L.L.C., a Florida limited liability company (the "New General Partner"), has been admitted as the sole general partner of the Partnership in the place and stead of the Withdrawing General Partner. Accordingly, Articles 2 through 4 of the Certificate are hereby amended to read in their entirety as follows:

"2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 430-B Royal Pines Parkway, St. Augustine, FL 32092, and the name of the Partnership's agent for service of process at said address is **BRYAN L. WEBER.**

3. **Name and Business Address of the General Partner.** The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
N-WGV GP, L.L.C.	430-B Royal Pines Parkway St. Augustine, FL 32092

4. **Mailing Address for the Limited Partnership.** The street and mailing address for the Limited Partnership shall be located at 430-B Royal Pines Parkway, St. Augustine, FL 32092."

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the Withdrawing General Partner and the New General Partner as of the 10<sup>th</sup> day of January 2000, to be effective as of January 1, 2000.

**WITHDRAWING GENERAL PARTNER:**

ECOVENTURE WGV, INC., a Florida corporation

By: \_\_\_\_\_

Edward R. Oelschlaeger, President

**NEW GENERAL PARTNER:**

N-WGV GP, L.L.C., a Florida limited liability company

By: \_\_\_\_\_

Bryan L. Weber, Manager

**ACCEPTANCE BY NEW REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated Effective January 1, 2000

\_\_\_\_\_  
Bryan L. Weber

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00 JUN 18 PM 1:43

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the Withdrawing General Partner and the New General Partner as of the 10<sup>th</sup> day of January, 2000, to be effective as of January 1, 2000.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 18 PM 1:43

**WITHDRAWING GENERAL PARTNER:**

ECOVENTURE WGV, INC., a Florida corporation

By: \_\_\_\_\_  
Edward R. Oelschlaeger, President

**NEW GENERAL PARTNER:**

N-WGV GP, L.L.C., a Florida limited liability company

By: \_\_\_\_\_  
Bryan L. Weber, Manager

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Dated Effective January 1, 2000

\_\_\_\_\_  
Bryan L. Weber

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