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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

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December 5, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Limited Partnership Division
409 E. Gaines Street
Tallahassee, Florida 32399

100002367821--1
-12/10/97--01025--001
****105.00 ****105.00

RE: James Brown Family Limited Partnership

Dear Sir/Madam:

We are enclosing for filing two (2) originals of a Certificate of Amendment for the above-named Partnership. We are also enclosing a check for \$105.00 to cover the required fees.

Please be kind enough to promptly place this document of record. We have enclosed a self-addressed Federal Express envelope for your convenience to return the certified copy.

If you have any questions, please feel free to give us a call.

Sincerely yours,

Patricia K. Porter

Patricia K. Porter
Office Coordinator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/pp

Name	Enclosures
Availability	
cc:	Mr. James J. Brown
Document Examiner	Filing-ltrDCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

A96000001443

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
JAMES BROWN FAMILY LIMITED PARTNERSHIP

A. Name : JAMES BROWN FAMILY LIMITED PARTNERSHIP

B. Address : 8069 E. County Highway 30-A
Panama City Beach, FL 32413

C. Registered Agent : James J. Brown
8069 E. County Highway 30-A
Panama City Beach, FL 32413

D. General Partner : SaFel, Inc.
8069 E. County Highway 30-A
Panama City Beach, FL 32413

E. Mailing Address : 8069 E. County Highway 30-A
Panama City Beach, FL 32413

F. Latest Dissolution Date : December 31, 2066

G. Date of Filing of Original Certificate : August 2, 1996

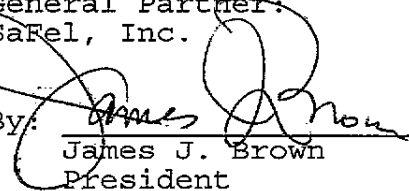
H. Date of Amended Certificate : January 2, 1997

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SECRETARY, FLORIDA

Additional terms of the Amendment to the Certificate of Limited Partnership are set forth in the First Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of James Brown Family Limited Partnership, which is being filed contemporaneously with and as a part of this Certificate of Amendment to the Certificate of Limited Partnership.

This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

General Partner:
SaFel, Inc.

By: 
James J. Brown
President

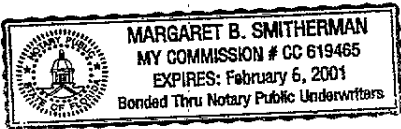
STATE OF Florida
COUNTY OF BAY

I HEREBY CERTIFY that on this 2d day of January, 1997, before me personally appeared JAMES J. BROWN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known
Identified by Driver's License Number _____
Issued by the State of _____

Margaret B. Smitherman
Notary Public
Typed Name Margaret B. Smitherman



My Commission Expires:
Commission No.: CC # 619465
State of Florida

[SEAL]

short-cert amd

FIRST AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JAMES BROWN FAMILY LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

THIS FIRST AMENDMENT is made and entered into for all purposes and in all respects as of the 2d day of January, 1997, by and among the undersigned parties.

R E C I T A L S:

A. James Brown Family Limited Partnership (the "Partnership") is a State of Florida limited partnership formed and presently existing pursuant to a Limited Partnership Agreement (the "Agreement") and a Certificate of Limited Partnership (the "Certificate"). SAFEL, INC. is the General Partner of the Partnership.

B. Pursuant to an Agreement of Assignment and Acceptance, James J. Brown and Marion L. Brown, as Assignors, transferred and assigned 2.5% limited partnership interests in the Partnership to Felicity Brown and Sabrina Brown, as Assignees. The Assignors desire that the Assignees be substituted as Limited Partners of the Partnership to the extent of the 2.5% limited partnership interests transferred and assigned by the Assignors to each Assignee.

C. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid transfers of limited

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partnership interests and the substitution of the Assignees as Limited Partners of the Partnership.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate are hereby amended to provide as follows:

1. Exhibit A of the Agreement and the Certificate are hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) Felicity Brown and Sabrina Brown shall be and hereby are each substituted as Limited Partners of the Partnership to the full extent of the 2.5% limited partnership interest transferred and assigned to each Assignee by the Assignors; (ii) the signing of this First Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said assignments and substitution; (iii) any present or future references to the terms "partner(s)" or "limited partner(s)" by the Agreement and Certificate, or any amendment thereto, shall be deemed to include Felicity Brown and Sabrina Brown, to the extent of the 2.5% limited partnership interest assigned to each of them by each Assignor; and (iv) the execution of this First Amendment by Felicity Brown and Sabrina

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TALLAHASSEE, FLORIDA

Brown shall constitute their agreement to all of the terms and provisions of the Agreement and Certificate, as amended.

3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have each executed this First Amendment under seal effective on the date hereinabove first written.

ATTEST:

GENERAL PARTNER:

SAFEL, INC.

Marion L. Brown
Marion L. Brown, Secretary

By: James J. Brown [SEAL]
James J. Brown, President

[Corporate Seal]

WITNESS:

LIMITED PARTNER ASSIGNEES:

Mary R. [Signature]
Henry Ferdinandis

Felicity L. Brown [SEAL]
Felicity Brown
Sabrina Brown [SEAL]
Sabrina Brown

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TALLAHASSEE, FLORIDA

ASSIGNORS:

Stephen Boyd -

James J. Brown
James J. Brown

[SEAL]

Stephen Boyd -

Marion L. Brown
Marion L. Brown

[SEAL]

EXHIBIT A
JAMES BROWN FAMILY LIMITED PARTNERSHIP
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION*</u>	<u>PERCENTAGE OF PARTNERSHIP INTEREST</u>
<u>GENERAL PARTNER:</u>		
SaFel, Inc. 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 500.00	1.0%
<u>LIMITED PARTNERS:</u>		
James J. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 148,925.00	44.5%
Marion L. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 148,925.00	44.5%
Felicity Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 16,575.00	5.0%
Sabrina Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 16,575.00	5.0%
	\$ 331,500.00	100.0%
	=====	=====

* See Section 5 of the Limited Partnership Agreement and Certificate of Limited Partnership.

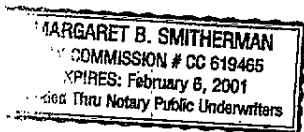
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 2nd day of January, 1997, before me personally appeared JAMES J. BROWN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known
Identified by Driver's License Number _____
Issued by the State of _____



Margaret B. Smitherman
Notary Public
Typed Name Margaret B. Smitherman

My Commission Expires:
Commission No.: CC 619465
State of Florida

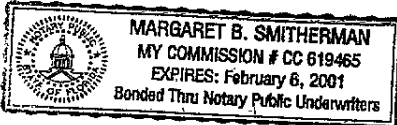
STATE OF Florida

COUNTY OF BAY

I HEREBY CERTIFY that on this 2nd day of January, 1997, before me personally appeared MARION L. BROWN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known
Identified by Driver's License Number _____
Issued by the State of _____



Margaret B. Smitherman
Notary Public
Typed Name Margaret B. Smitherman

My Commission Expires:
Commission No.: CC 619465
State of Florida

TERRITORY
~~STATE OF~~ FLORIDA GUAM
COUNTY OF DAY MAITE } S.S.

I HEREBY CERTIFY that on this ^{21st} ~~2nd~~ day of NOVEMBER, 1997, ^{DB}
before me personally appeared FELICITY BROWN, who is personally
known to me or who has produced the identification identified
below, who is the person described in and who executed the
foregoing instrument, and who after being duly sworn says that the
execution hereof is her free act and deed for the uses and
purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary
Public by my hand and official seal, the day and year last
aforesaid.

To me personally known
Identified by Driver's License Number B650-252-71-701-1
Issued by the State of FLORIDA.

Doris T Benton
Notary Public
Typed Name DORIS T. BENTON

My Commission Expires: 23 MARCH '98
Commission No.: 94-016 P
State of GUAM
TERR.

DORIS T. BENTON
NOTARY PUBLIC
In and for the Territory of Guam, U.S.A.
My Commission Expires 23 March 1998
P.O. Box 23336, GMF, Guam 96921

STATE OF Conn
COUNTY OF New Haven

I HEREBY CERTIFY that on this 2nd day of January, 1997, before me personally appeared SABRINA BROWN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

To me personally known
Identified by Driver's License Number _____
Issued by the State of _____

Patricia A Sabol
Notary Public
Typed Name PATRICIA A SABOL

My Commission Expires: 9-30-2001
Commission No.: 48896
State of Conn.