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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN  
MICHAEL J. GOLUB

SUITE 329  
1156 15TH STREET, N.W.  
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887  
Facsimile: (202) 785-8882

June 16, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

400002909914--6  
-07/12/99-01034-006  
\*\*\*686.00 \*\*\*686.00

400002909914--6  
-06/21/99-01020-008  
\*\*\*105.00 \*\*\*105.00

RE: James Brown Family Limited  
Partnership

W99-14630

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 filing and certified copy fees.

Please be kind enough to promptly record the enclosed Certificate of Limited Partnership and return the certified copy to our office.

Thank you for your prompt assistance in this matter.

Sincerely yours,

*Patricia K. Porter*

Patricia K. Porter  
Secretary to Mr. Bodzin

/pp  
Encls.

E:\CLIENT\BROWN\PART\FILING LTR3.wpd

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 23, 1999

BODZIN & GOLUB, P.C.  
STE 329  
1156 15TH STREET, N.W.  
WASHINGTON, DC 20005

SUBJECT: JAMES BROWN FAMILY LIMITED PARTNERSHIP  
Ref. Number: W99000014630

We have received your document for JAMES BROWN FAMILY LIMITED PARTNERSHIP and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of ~~\$1645.00~~ <sup>686.00</sup>. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file the supplemental affidavit will be based on the increase at a rate of \$7 per \$1000, with a minimum filing fee of \$52.50 and maximum filing fee of \$1750. The fee to file a supplemental affidavit decreasing the contributions is \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 499A00033437

*Shawn Logan*  
*3/11/99*

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

A96-1443

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

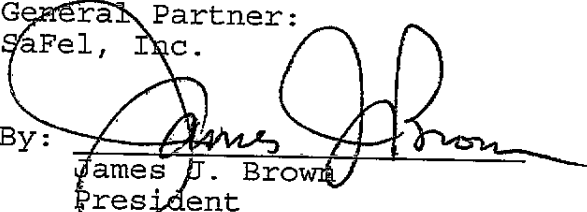
H. Date of Amended Certificate : January 2, 1999

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TALLAHASSEE, FLORIDA

Additional terms of the Amendment to the Certificate of Limited Partnership are set forth in the Third 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

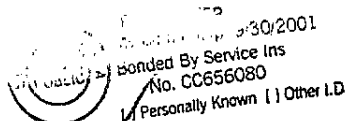
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 2d day of <sup>June TK</sup> ~~January~~, 1999,  
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.

☒ To me personally known  
☐ Identified by Driver's License Number \_\_\_\_\_  
Issued by the State of \_\_\_\_\_



*Terr Kiefer*

Notary Public

Typed Name

**TERR KIEFER**

My Commission Expires:

Commission No.:

State of \_\_\_\_\_

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NOTARY PUBLIC  
TERR KIEFER

[SEAL]

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

THIS THIRD AMENDMENT is made and entered into for all purposes and in all respects as of the 2d day of January, 1999, 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 1.7% limited partnership interests in the Partnership to Felicity Perez and Sabrina Brown, as Assignees. The Assignors desire that the Assignees be substituted as Limited Partners of the Partnership to the extent of the 1.7% 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 Perez and Sabrina Brown shall be and hereby are each substituted as Limited Partners of the Partnership to the full extent of the 1.7% limited partnership interest transferred and assigned to each Assignee by the Assignors; (ii) the signing of this Third 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 Perez and Sabrina Brown, to the extent of the 1.7% limited partnership interest assigned to each of them by each Assignor; and (iv) the execution of this Third Amendment by Felicity Perez and Sabrina

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

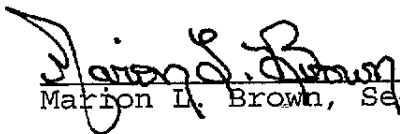
3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

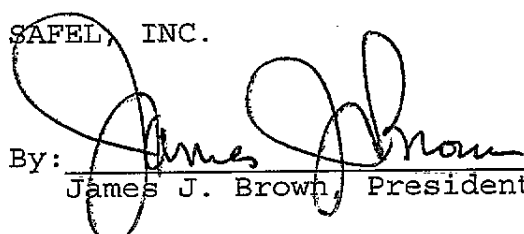
IN WITNESS WHEREOF, the parties hereto have each executed this Third Amendment under seal effective on the date hereinabove first written.

ATTEST:

GENERAL PARTNER:

SAFEL, INC.

  
Marion L. Brown, Secretary

By:  [SEAL]  
James J. Brown, President


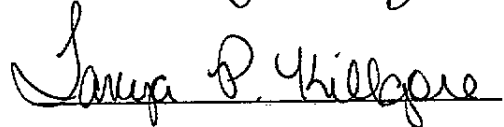
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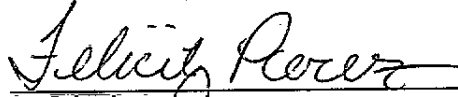
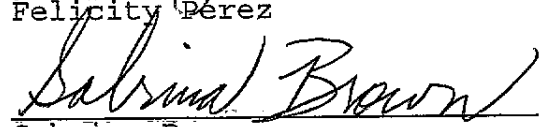
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[Corporate Seal]

WITNESS:

LIMITED PARTNER ASSIGNEES:

  
NATALIE R. HOLLINGSWORTH  
  
Laura P. Kilgore

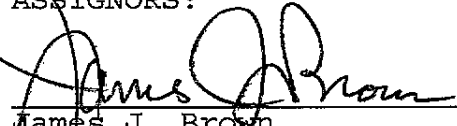
 [SEAL]  
Felicity Perez  
 [SEAL]  
Sabrina Brown

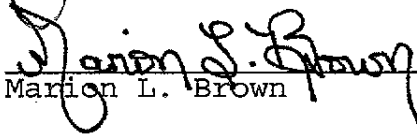
[Signatures continued from Page 3]

ASSIGNORS:

  
TERRY KEFFER

  
PAMELA MORRISON

  
James J. Brown [SEAL]

  
Marion L. Brown [SEAL]

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

<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	\$ 4,295.46	1%
<u>LIMITED PARTNERS:</u>		
James J. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 159,361.56	37.1%
Marion L. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 159,361.56	37.1%
Felicity Perez 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 53,263.71	12.4%
Sabrina Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 53,263.71	12.4%
	<u>\$ 429,546.00**</u>	<u>100.0%</u>
	=====	=====

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

\*\* On January 1, 1999, James J. Brown and Marion L. Brown contributed various assets to the partnership with an agreed value of \$98,046. These assets constituted additional capital of the partnership, and each partner of the partnership was credited with his or her pro rata share of the capital contributed.

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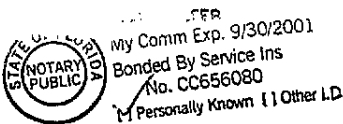
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 2nd day of June TK ~~January~~, 1999,  
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.

☒ To me personally known  
☐ Identified by Driver's License Number \_\_\_\_\_  
Issued by the State of \_\_\_\_\_



TERR KIEFER

Notary Public

Typed Name TERR KIEFER

My Commission Expires:

Commission No.:

State of \_\_\_\_\_

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DIVISION  
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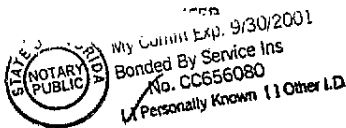
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 2nd day of <sup>June TK</sup> ~~January~~, 1999,  
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.

☒ To me personally known  
\_\_\_\_ Identified by Driver's License Number \_\_\_\_\_  
\_\_\_\_ Issued by the State of \_\_\_\_\_.



Terr Kiefer  
Notary Public  
Typed Name

**TERR KIEFER**

My Commission Expires:  
Commission No.:  
State of \_\_\_\_\_

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NOTARY PUBLIC

U.S. TERRITORY  
STATE OF GUAM  
COUNTY OF AGANA

I HEREBY CERTIFY that on this <sup>11th</sup> ~~2nd~~ day of <sup>MAY</sup> ~~January~~, 1999,  
before me personally appeared FELICITY PEREZ, 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 1592-40-6508  
Issued by the State of GUAM

Susan D. Noell, M.C., U.S.N.  
Notary Public  
Typed Name SUSAN D. NOELL

My Commission Expires: N/A  
Commission No.: N/A  
State of N/A

LEGALMAN on active duty with the U.S. NAVY  
and a notary public and counsul of the United  
States by virtue of 10 USC1044 (a)

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STATE OF Florida  
COUNTY OF Okaloosa

I HEREBY CERTIFY that on this 2nd day of January, 1999, 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.

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

Tanya P. Killgore  
Notary Public  
Typed Name Tanya P. Killgore

My Commission Expires: 3-9-2003  
Commission No.:  
State of Florida



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