

A96000001443

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 17, 1998

A96-1443

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

900002567999-5
-16/22798-011087-008
****105.00 ****105.00

RE: James Brown Family Limited Partnership

Dear Sir/Madam:

22

Cm

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.
filing lt2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JUN 22 AM 11:59
FILED

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

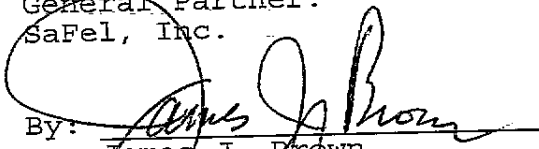
G. Date of Filing of Original Certificate : August 2, 1996

H. Date of Amended Certificate : January 2, 1998

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
20 JUN 22 AM 11:59

FILED

STATE OF FLORIDA

COUNTY OF Bay

I HEREBY CERTIFY that on this 2d day of January, 1998, 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 FLORIDA.

NOTARY PUBLIC - STATE OF FLORIDA
JAMI D. NEWSON
COMMISSION # CC609584
EXPIRES 12-22-2000
BONDED THRU ASA 1-888-NOTARY1

Jami D. Newson
Notary Public
Typed Name Jami D. Newson

My Commission Expires:
Commission No.:
State of FLORIDA

[SEAL]

short-cert amd

FILED
98 JUN 22 PM 12:00
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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

THIS SECOND AMENDMENT is made and entered into for all purposes and in all respects as of the 2d day of January, 1998, 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% 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% 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

FILED
8 JAN 22 1998
STATE OF FLORIDA
CLERK OF THE SUPREME COURT

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% limited partnership interest transferred and assigned to each Assignee by the Assignors; (ii) the signing of this Second 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% limited partnership interest assigned to each of them by each Assignor; and (iv) the execution of this Second Amendment by Felicity Brown and Sabrina

98 JUN 22 PM 11:00
SECRETARY
TALAMASSE, FLORIDA

FILED

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 Second 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

98 JUN 22 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

[Corporate Seal]

WITNESS:

LIMITED PARTNER ASSIGNEES:

[Signature]

Felicity Brown [SEAL]
Felicity Brown

[Signature]

Sabrina Brown [SEAL]
Sabrina Brown

[Signatures continued from Page 3]

ASSIGNORS:

James D. Newson

James J. Brown

[SEAL]

James D. Newson

Marion L. Brown

[SEAL]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 PM 12:00

FILED

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	\$ 500.00	1.0%
<u>LIMITED PARTNERS:</u>		
James J. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 135,538.48	40.5%
Marion L. Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 135,538.48	40.5%
Felicity Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 29,961.52	9.0%
Sabrina Brown 8069 E. County Highway 30-A Panama City Beach, FL 32413	\$ 29,961.52	9.0%
	<u>\$ 331,500.00</u>	<u>100.0%</u>
	=====	=====

FILED
98 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* 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, 1998, 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: FLORIDA

Jami D. Newson
Notary Public
Typed Name Jami D. Newson
My Commission Expires: 12-22-2000
Commission No.: CC609584
State of FLORIDA

NOTARY PUBLIC - STATE OF FLORIDA
JAMI D. NEWSON
COMMISSION # CC609584
EXPIRES 12-22-2000
BONDED THRU ASA 1-888-NOTARY1

FILED
99 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida

COUNTY OF BAY

I HEREBY CERTIFY that on this 2nd day of January, 1998, 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 FLORIDA

Jami D. Newson
Notary Public
Typed Name Jami D. Newson

NOTARY PUBLIC - STATE OF FLORIDA
JAMI D. NEWSON
COMMISSION # CC609584
EXPIRES 12-22-2000
BONDED THRU ASA 1-888-NOTARY1

My Commission Expires: 12-22-2000
Commission No.: CC 609584
State of FLORIDA

FILED
90 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 2nd day of January, 1998, 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 _____
Issued by the State of FLORIDA

Jami D. Newson
Notary Public
Typed Name Jami D. Newson

NOTARY PUBLIC - STATE OF FLORIDA
JAMI D. NEWSON
COMMISSION # GC609584
EXPIRES 12-22-2000
ADVISED THRU ASA 1-888-NOTARY1

My Commission Expires: 12-22-2000
Commission No.: GC609584
State of FLORIDA

FILED
98 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Connecticut
COUNTY OF Fairfield

I HEREBY CERTIFY that on this 2nd day of January, 1998, 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 _____

Rose Marie Maltais
Notary Public
Typed Name ROSE MARIE MALTAIS
My Commission Expires: 5-31-2002
Commission No.: 32078
State of Connecticut

FILED
98 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA