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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

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WASHINGTON, D.C. 20005

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August 3, 2000

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

RE: James Brown Family Limited
Partnership

500003352735--4
-08/10/00--01081--020
***105.00 ***105.00

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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496-1443

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 : 111 Sun Lane
Panama City Beach, FL 32413

C. Registered Agent : James J. Brown
111 Sun Lane
Panama City Beach, FL 32413

D. General Partner : SaFel, Inc.
111 Sun Lane
Panama City Beach, FL 32413

E. Mailing Address : 111 Sun Lane
Panama City Beach, FL 32413

F. Latest Dissolution Date : December 31, 2066

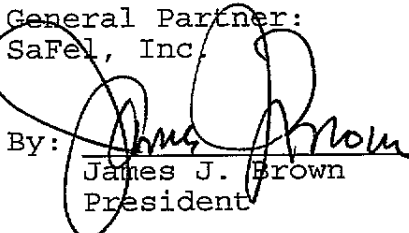
G. Date of Filing of Original Certificate : August 2, 1996

H. Date of Amended Certificate : January 2, 2000

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

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

THIS FOURTH AMENDMENT is made and entered into for all purposes and in all respects as of the 2d day of January, 2000, 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 2.1% limited partnership interests in the Partnership to Felicity Perez and Sabrina Brown Bisordi, as Assignees. The Assignors desire that the Assignees be substituted as Limited Partners of the Partnership to the extent of the 2.1% limited partnership interests transferred and assigned by the Assignors to each Assignee.

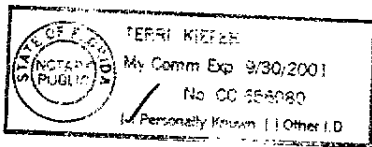
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Bay

I HEREBY CERTIFY that on this 6th day of July, 2000, 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 _____.



TERRI KIEFER
Notary Public
Typed Name TERRI KIEFER

My Commission Expires:
Commission No.:
State of _____

[SEAL]

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TALLAHASSEE, FLORIDA

C. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid transfers of limited 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 Bisordi shall be and hereby are each substituted as Limited Partners of the Partnership to the full extent of the 2.1% limited partnership interest transferred and assigned to each Assignee by the Assignors; (ii) the signing of this Fourth 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 Bisordi, to the extent of the 2.1% limited

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PALM BEACH, FLORIDA

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partnership interest assigned to each of them by each Assignor;
and (iv) the execution of this Fourth Amendment by Felicity Perez
and Sabrina Brown Bisordi shall constitute their agreement to all
of the terms and provisions of the Agreement and Certificate, as
amended.

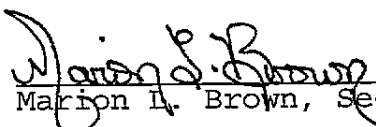
3. Except as hereby amended, the Agreement and
Certificate, as amended, are ratified and affirmed in all
respects.

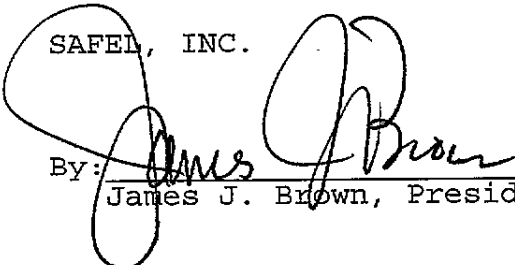
IN WITNESS WHEREOF, the parties hereto have each executed
this Fourth Amendment under seal effective on the date
hereinabove first written.

ATTEST:

GENERAL PARTNER:

SAFEL, INC.


Marion L. Brown, Secretary

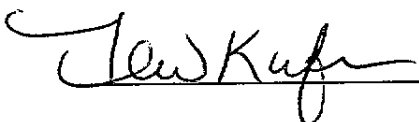
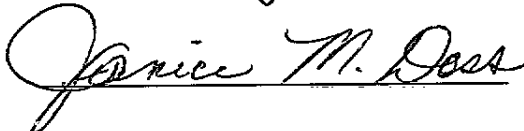
By:  [SEAL]
James J. Brown, President



[Corporate Seal]

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TALLAHASSEE, FLORIDA

WITNESS:

LIMITED PARTNER ASSIGNEES:

 [SEAL]
Felicity Perez
 [SEAL]
Sabrina Brown Bisordi

[Signatures continued from Page 3]

ASSIGNORS:

Ken Kuf

James J. Brown

[SEAL]

Janice M. Don

Marion L. Brown

[SEAL]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. 111 Sun Lane Panama City Beach, FL 32413	\$ 4,295.46	1.0%
<u>LIMITED PARTNERS:</u>		
James J. Brown 111 Sun Lane Panama City Beach, FL 32413	\$ 141,320.63	32.9%
Marion L. Brown 111 Sun Lane Panama City Beach, FL 32413	\$ 141,320.63	32.9%
Felicity Perez 755 S.W. Orcas Oak Harbor, WA 98277	\$ 71,304.64	15.6%
Sabrina Bisordi 168 Chase Run Destin, FL 32541	\$ 71,304.64	15.6%
	<hr/>	
	\$ 429,546.00**	100.0%
	=====	=====

* 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.

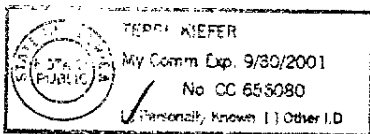
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF Florida
COUNTY OF Bay

I HEREBY CERTIFY that on this 6th day of July, 2000,
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 TERRI KIEFER

My Commission Expires:
Commission No.:
State of _____

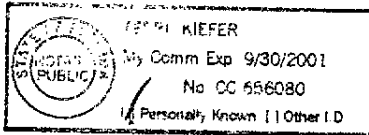
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Bay

I HEREBY CERTIFY that on this 6th day of July, 2000,
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 TERRI KIEFER

My Commission Expires:
Commission No.:
State of _____

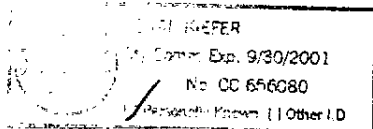
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Bay

I HEREBY CERTIFY that on this 6th day of July, 2000,
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 _____
Issued by the State of _____



TERRI KIEFER
Notary Public

Typed Name TERRI KIEFER

My Commission Expires:
Commission No.:
State of _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

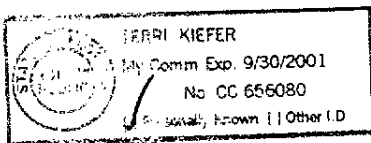
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 6th day of July, 2000,
before me personally appeared SABRINA BISORDI, 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

TERRI KIEFER

My Commission Expires:
Commission No.:
State of _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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