

A960000001443<sup>12</sup>

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

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

FILED  
00 AUG 10 PM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/pp  
Encls.  
H:\CLIENT\BROWN\PART\FILING LTR4.wpd

496-1443

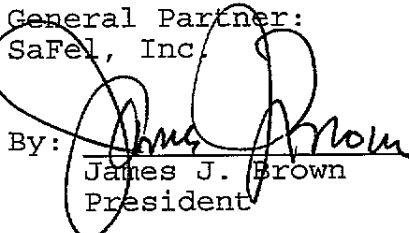
CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
JAMES BROWN FAMILY LIMITED PARTNERSHIP

- 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

00 AUG 10 PM 9:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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.

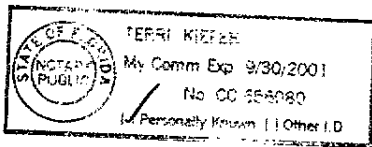
FILED  
00 AUG 10 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida  
COUNTY OF Bay

I HEREBY CERTIFY that on this 6<sup>th</sup> 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]

H:\CLIENT\BROWN\PART\short-cert and.wpd

FILED  
00 AUG 10 PM 9:14  
SECRETARY OF STATE  
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

00 AUG 10 PM 9:14  
SECRETARY OF STATE  
PALM HARBOR, FLORIDA

FILED

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.

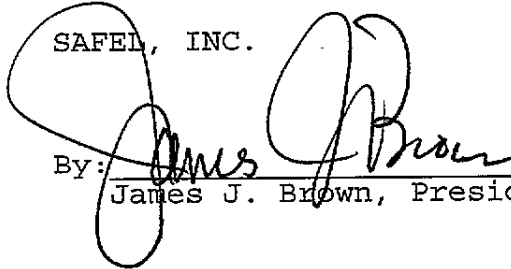
00 AUG 10 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

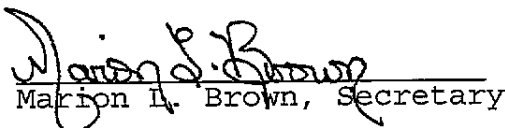
ATTEST:

GENERAL PARTNER:

SAFEL, INC.



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

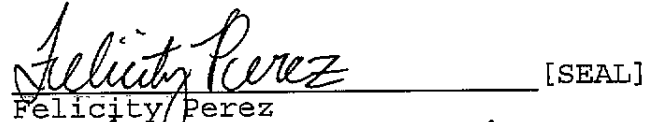
  
Marion L. Brown, Secretary

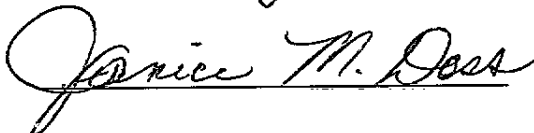
[Corporate Seal]

WITNESS:

LIMITED PARTNER ASSIGNEES:



  
Felicity Perez [SEAL]



  
Sabrina Brown Bisordi [SEAL]

[Signatures continued from Page 3]

ASSIGNORS:

*Ken Kuf*

*James J. Brown* [SEAL]  
James J. Brown

*Janice M. Doss*

*Marion L. Brown* [SEAL]  
Marion L. Brown

FILED  
00 AUG 10 PM 9: 14  
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	16.3%
Sabrina Bisordi 168 Chase Run Destin, FL 32541	\$ 71,304.64	16.3%
	\$ 429,546.00**	100.0%
	=====	=====

00 AUG 10 PM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

\* 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.

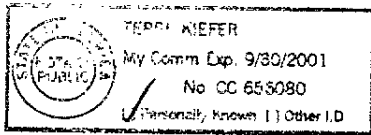


STATE OF Florida  
COUNTY OF Bay

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 \_\_\_\_\_

00 AUG 10 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

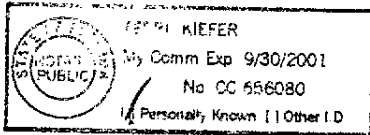
STATE OF Florida

COUNTY OF Bay

I HEREBY CERTIFY that on this 6<sup>th</sup> 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 \_\_\_\_\_



TERRI KIEFER  
Notary Public  
Typed Name TERRI KIEFER

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

FILED  
00 AUG 10 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

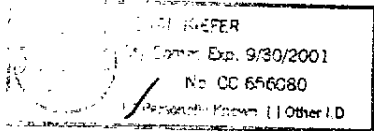
STATE OF Florida

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 \_\_\_\_\_

00 AUG 10 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

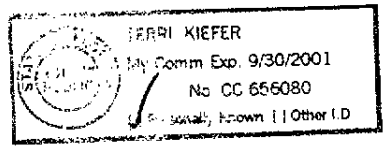
STATE OF Florida

COUNTY OF BAY

I HEREBY CERTIFY that on this 6<sup>th</sup> 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 \_\_\_\_\_

00 AUG 10 PM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED