

193 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

A96000002282

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 01-18-00

700003101037--7
-01/18/00--01042--024
*****33.75 *****33.75

REF. #: 0163.10035

CORP. NAME: Ec oventure WGV IS, LTD

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3
- OTHER: _____

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 18 PM 1:48

STATE FEES PREPAID WITH CHECK# 6816 FOR \$ 33.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 700003101037--7
-01/18/00--01042--025
*****27.50 *****27.50

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

RECEIVED
00 JAN 18 AM 10:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
 PLAIN STAMPED COPY

Examiner's Initials

BK 1/18/00

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ECOVENTURE WGV 15, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 1:48

ECOVENTURE WGV 15, LTD. (the "Partnership"), a limited partnership organized under the Florida Revised Uniform Limited Partnership Act (the "Act"), for the purpose of amending its Certificate of Limited Partnership pursuant to Section 620.109 of the Act, hereby certifies as follows:

1. The name of the Partnership is Ecoventure WGV 15, Ltd. (Florida Document No. A96000002282).

2. The date of the filing of the Certificate of Limited Partnership of the Partnership (the "Certificate") with the Florida Secretary of State is December 11, 1996.

3. The Certificate is hereby amended to reflect that, effective January 1, 2000, Ecoventure WGV 15, Inc., a Florida corporation (the "Withdrawing General Partner"), has withdrawn as the general partner of the Partnership, and N-WGV 15 GP, L.L.C., a Florida limited liability company (the "New General Partner"), has been admitted as the sole general partner of the Partnership in the place and stead of the Withdrawing General Partner. Accordingly, Articles 2 through 4 of the Certificate are hereby amended to read in their entirety as follows:

"2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 430-B Royal Pines Parkway, St. Augustine, FL 32092, and the name of the Partnership's agent for service of process at said address is **BRYAN L. WEBER.**

3. **Name and Business Address of the General Partner.** The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
N-WGV 15 GP, L.L.C. L 0000 0000 90	430-B Royal Pines Parkway St. Augustine, FL 32092

4. **Mailing Address for the Limited Partnership.** The street and mailing address for the Limited Partnership shall be located at 430-B Royal Pines Parkway, St. Augustine, FL 32092."

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the Withdrawing General Partner and the New General Partner as of the 10th day of January, 2000, to be effective as of January 1, 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 1:48

WITHDRAWING GENERAL PARTNER:

ECOVENTURE WGV 15, INC., a Florida corporation

By: Edward R. Oelschlaeger
Edward R. Oelschlaeger, President

NEW GENERAL PARTNER:

N-WGV 15 GP, L.L.C., a Florida limited liability company

By: _____
Bryan L. Weber, Manager

ACCEPTANCE BY NEW REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated Effective January 1, 2000

Bryan L. Weber

#697239 v1 - 3099-110

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the Withdrawing General Partner and the New General Partner as of the 10th day of January, 2000, to be effective as of January 1, 2000.

WITHDRAWING GENERAL PARTNER

ECOVENTURE WGV 15, INC., a Florida corporation

By: _____
Edward R. Oelschlaeger, President

NEW GENERAL PARTNER:

N-WGV 15 GP, L.L.C., a Florida limited liability company

By: _____
Bryan L. Weber, Manager

ACCEPTANCE BY NEW REGISTERED AGENT

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