

A990000000588

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Johnson Newman & Roy**

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4/19

MJH

March 16, 2001

Our File # 010198

Secretary of State
Division of Corporations
PO Box 5588
Tallahassee, FL 32314

RE: PM3, Ltd.

A99-588

Dear Sir or Madam:

900003907209--6
-03/23/01--01011--004
*****52.50 *****52.50

Enclosed please find an executed original Certificate of Amendment to Agreement of Limited Partnership of PM3, Ltd. for filing, together with our escrow check in the amount of \$ 52.50 for filing fees in regard to the above referenced transaction.

Sincerely,

Megan Yawn

Megan Yawn
Legal Assistant to Steven M. Roy

/may
Enclosure(s)

FILED
01 APR -9 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I:\User\Team Roy\PM3-Ltd\tr-Sec of State-filing Cert of Amend.wpd/March 16, 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 27, 2001

MEGAN YAWN
MCLIN BURNSED ET AL
P.O. BOX 1299
THE VILLAGES, FL 32159

SUBJECT: PM3, LTD.
Ref. Number: A99000000588

*give to
michelle*

We have received your document for PM3, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6043.

~~Shawn Logan~~
~~Document Specialist~~

Letter Number: 301A00018268

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF PM3, LTD.**

THIS FIRST AMENDMENT to the partnership agreement of PM3, Ltd., a Florida limited partnership, made as of the 14th day of March, 2001, by and among **H. Gary Morse** "General Partner" and **Mark G. Morse, Tracy Mathews, and Jennifer Parr** "Limited Partners".

WITNESSETH:

WHEREAS, on April 12, 1999, PM3, Ltd, a Florida limited partnership, was formed by filing an Affidavit and Certificate of Limited Partnership with the Secretary of State of the State of Florida, and the General Partner and Limited Partners (collectively the "Partners") at that time entered into a Limited Partnership Agreement (the "Agreement") whereby they agreed to carry on certain activities for their mutual benefit according to the terms and conditions set forth in said Agreement, and

WHEREAS, on the day and year first above written, H. Gary Morse assigned his 0.1795% general partnership interest in PM3, Ltd. to PM3, Inc., a Florida corporation, making PM3, Inc., the sole general partner, and

WHEREAS, the Partners now wish to further amend the Agreement to reflect the foregoing change in the general partners,

NOW THEREFORE, in consideration of the foregoing premises and of the mutual covenants contained herein and for the other good and valuable consideration, the Partners agree as follows:

1. **Section 2.1 of the Agreement is hereby amended to read as follows:**

Section 2.1 General Partner. The name, address, capital contribution and interest of the General Partner is as follows:

Name and address: *901 - 20392*
PM3, Inc.
1100 Main Street
The Villages, Florida 32159

Capital contribution: \$ 179.50

Partnership interest: 0.1795%

FILED
01 APR -9 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Exhibit "A" of the Agreement is amended in part to read as follows:

<u>Names</u>	<u>Tax I.D. Number</u>	<u>Capital Contributions</u>	<u>Interest</u>
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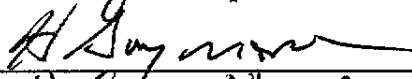
General Partner

PM3, Inc.	<u>Applied for</u>	\$179.50	0.1795%
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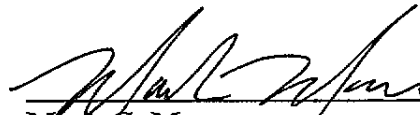
IN WITNESS WHEREOF, this Certificate of Amendment has been signed by the Partners and made effective the day and year first written above.

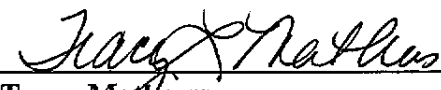
GENERAL PARTNER:

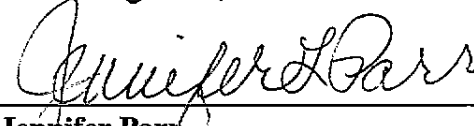
PM3, Inc., a Florida corporation

By: 
Name: H. Gary Morse
Title: President

LIMITED PARTNERS:


Mark G. Morse


Tracy Matthews


Jennifer Parr