

A99000001984

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GARY W. HUSTON

January 29, 2002

A99-1984

amend & restated cert.

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

BJA

Re: **Marshall Carpenter Family Limited Partnership Agreement**

Dear Sir or Madam:

Enclosed are the following documents:

1. Amended and Restated Certificate of Limited Partnership of The Marshall Carpenter Family Limited Partnership, LLLP;
2. Affidavit of Capital Contributions for Florida Limited Partnership; and
3. Our firm check in the amount of \$35.00 for the filing fee.

Please call if you have any questions or comments.

Very truly yours,

Gary W. Huston

Gary W. Huston

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-01/31/02--01033--012
*****35.00 *****35.00

200004850332--8
-02/21/02--01002--019
*****17.50 *****17.50

FILED
02 FEB 20 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GWH/pop
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

GARY W. HUSTON
CLARK, PARTINGTON, HART, LARRY, BOND & S
P.O. BOX 13010
PENSACOLA, FL 32591-3010

SUBJECT: THE MARSHALL CARPENTER FAMILY LIMITED PARTNERSHIP,
LLP
Ref. Number: A99000001984

We have received your document for THE MARSHALL CARPENTER FAMILY LIMITED PARTNERSHIP, LLP and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The fee to file a Limited Partnership ~~Cancellation~~ is \$52.50.

There is a balance due of \$17.50.

Amendment

Please return 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) 245-6967.

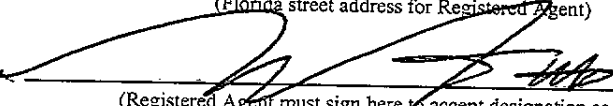
Michelle Hodges
Document Specialist

Letter Number: 702A00007316

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE MARSHALL CARPENTER FAMILY LIMITED PARTNERSHIP, LLLP

This Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.109, Florida Statutes (2001).

1. Name: The limited partnership's present name is The Marshall Carpenter Family Limited Partnership, LLLP. The name under which the limited partnership's Certificate of Limited Partnership was originally filed was "The Marshall Carpenter Family Limited Partnership."
2. 8450 Pensacola Blvd., Pensacola, FL 32534
(Business address of Limited Partnership)
3. Marshall O. Carpenter, III
(Name of Registered Agent for Service of Process)
4. 8450 Pensacola Blvd., Pensacola, FL 32534
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 8450 Pensacola Blvd., Pensacola, FL 32534
(Mailing Address of the Limited Partnership)
7. The limited partnership's original certificate of limited partnership was filed with the Florida Department of State on November 30, 1999.
8. This Amended and Restated Certificate of Limited Partnership shall be effective upon the date it is filed with the Florida Department of State.
9. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2029
10. Name of general partner: _____ Street address: _____
Mocar Holdings Inc. 8450 Pensacola Blvd., Pensacola, FL 32534
PO2-7013

Effective January 25, 2002, Carpenter's Campers, Inc., a Florida corporation, withdrew as a general partner of the limited partnership.

02 FEB 20 1 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Effective January 25, 2002, Mocar Holdings Inc., a Florida corporation, was admitted as the new general partner of the limited partnership.

As permitted by Section 620.157(4), Florida Statutes (2001), all partners of the limited partnership agreed in writing to continue the business of the limited partnership after the withdrawal of Carpenter's Campers, Inc. as general partner, to the admission of Mocar Holdings Inc., a Florida corporation, as a partner in the limited partnership, and to the appointment of Mocar Holdings Inc. as the new general partner of the limited partnership.

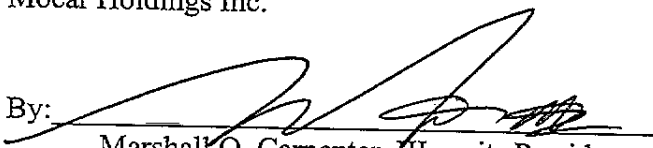
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 25th day of January, 2002.

Signature of sole general partner:

Mocar Holdings Inc.

By:


Marshall O. Carpenter, III, as its President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, the sole general partner of The Marshall Carpenter Family Limited Partnership, LLLP,

a Florida Limited Liability Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners is \$ 1,165,226.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,165,226.00.

Signed this 25th day of January, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Mocar Holdings Inc., as General Partner

By: 

Marshall O. Carpenter, III
As its President