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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION**PAYNE FAMILY PARTNERSHIP, LTD.**

Certificate of Status	0
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THIRD AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP OF
PAYNE FAMILY PARTNERSHIP, LTD.

This Third Amendment to Certificate of Limited Partnership of PAYNE FAMILY PARTNERSHIP, LTD. (the "Amendment"), date of Partnership registration January 18, 2000 made and effective as of the 16th day of NOVEMBER, 2007 by and between by the general partners, William J. Carr and William Joseph Carr, Trustee of the William Joseph Carr Generation Skipping Trust created U/A dated December 9, 1999 (the "General Partners").

A. Delete Paragraph 3 in its entirety and insert the following in its place:

3. Name and business address of the General Partners.

(a) The names and addresses of the General Partners are:

William J. Carr

William Joseph Carr, Trustee
of the William Joseph Carr
Generation Skipping Trust
created U/A dated 12/9/1999


3676 NC HWY 194 S.

Sugar Grove, NC 28679
3676 NC HWY 194 S.
Sugar Grove, NC 28679

B. Except as specifically changed herein, the terms and conditions of PAYNE FAMILY PARTNERSHIP, LTD. shall remain unchanged.

Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

DATED this 16th day of November, 2007.


WILLIAM J. CARR - General Partner

WILLIAM JOSEPH CARR GENERATION
SKIPPING TRUST created U/A dated 12/9/1999
General Partner


By: 
William Joseph Carr, Trustee

H. John Feldman, Esquire
CAUTHEN & FELDMAN, P.A.
215 North Joanna Avenue
Tavares, FL 32778
(352) 343-2225
Florida Bar No. 382965

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HELEN C. CARR FAMILY TRUST, dated
December 9, 1999

By: 
Lawrence Taylor, Co-Trustee

By: 
W. Thomas Brooks, Co-Trustee

Disassociating General Partner

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