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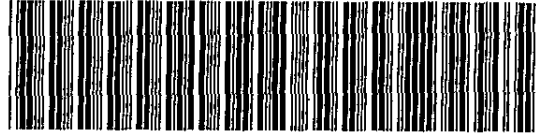
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2005 FEB 17 PM 1:25
TALLAHASSEE, FLORIDA

J. BRYAN FEB 21 2005

Holyfield & Thomas, LLC

Certified Public Accountants & Advisors

1601 Forum Place, Suite 801 • West Palm Beach, FL 33401-8106
(561) 689-6000 • Fax (561) 689-6001 • www.holyfieldandthomas.com

David J. Thomas, CPA

E-mail: Djthomas@hollyfieldandthomas.com

February 15, 2005

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

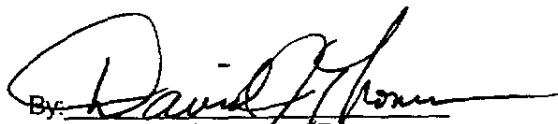
Re: *Thomas Family Partnership, Ltd.*

Dear Madame/Sir:

Please find enclosed a Certificate of Amendment to Certificate of Limited Partnership of Thomas Family Partnership, Ltd. along with the associated filing fee of \$52.50.

If you have any questions, please call me at 561/689-6000.

Very truly yours,
HOLYFIELD & THOMAS, LLC

By: 
David J. Thomas, CPA

DJT/nsu
Enclosure

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FILED
2005 FEB 17 PM 1:25
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Thomas Family Partnership, Ltd.

(formerly known as Thomas Family Partnership, Ltd., Mary Jo Thomas, General Partner)

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on January 24, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

The Partnership incorporates by reference the four(4) amendments with respect to Sections 1.18, 7.2, 10.1 and 13.1 of the original Partnership Agreement (see attached Amendment #1 dated April 30, 1999).

The Partnership also hereby makes four (4) amendments as addressed in the attached Amendment #2 dated January 1, 2005 with respect to:

- Change in name,
- Assignment of General Partnership interest,
- Assignment of Limited Partnership interest, and
- Addition of language (section 7.3) affecting computation and maintenance of partnership capital accounts.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Mary Jo Thomas

Signature(s) of new general partner(s), if applicable:

Thomas Family Management Corp.

by: Brook C. Thomas, President

FILED
2005 FEB 17 PM 1:25
TALLAHASSEE, FLORIDA

AMENDMENT #1
TO THE
THOMAS FAMILY PARTNERSHIP, LTD.
LIMITED PARTNERSHIP AGREEMENT

FILED
2005 FEB 17 PM 1:25
TALLAHASSEE, FLORIDA

The partners of the above mentioned limited partnership hereby consent and agree to the following alterations of the Thomas Family Partnership, Ltd. (TFP, Ltd.) limited partnership agreement dated March 12, 1999:

Ref 1.18 Definitions. Add the following definition:

Permitted assignee. A person or entity permitted by this agreement to be assigned a limited or general partnership interest. Such persons and entities are limited to include: a) each of the existing partners, b) any person who is a lineal descendant of an existing partner, c) a trustee of any trust that is more than 75 percent actuarially held for persons in a) or b), d) any partnership, limited liability company or limited liability partnership owned by persons in a) or b), e) any corporation more than 75% owned by persons in a) or b), or f) a charity.

Ref. 7.2 With respect to Cash Contribution and Interest in the Partnership, add the noted phrase.

Each Partner shall contribute cash or property to the partnership . . .

Ref 10.1 With respect to general assignment by the Partners, make the following deletions and additions:

Provided that such action is in compliance with applicable state or federal securities laws and any other applicable laws and other agreements to which the Partnership is a party or by which the Partnership or any Partnership Property may be bound or subject, and upon approval by ~~Majority Vote~~ **unanimous vote** of the **General** Partner(s), a Limited Partner may assign, hypothecate, or transfer all or part of the Interest thereof, to become effective as of the first day of the calendar month following the month in which such assignment, hypothecation, or transfer is executed. Such assignment, hypothecation, or transfer shall not release the Limited Partner transferring an Interest from the obligations under this Agreement, nor shall it constitute the transferee a substitute Limited Partner unless **admission of the substitute Limited Partner is a permitted assignee or is approved by unanimous vote of all Partners, and unless** the assignee delivers to the General Partner: (1) a counterpart of this Agreement . . .

Ref 13.1 With respect to amendments requiring consent, add the following requirement:

This Agreement may be amended by a **Super-Majority Vote** of the Partners in any way deemed necessary or desirable . . .

Thomas Family Partnership, Ltd.
Limited Partnership Agreement
Amendment #1
April 30, 1999

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of April 30, 1999.

Witnesses:

Witness to all:

Rose Marie Stowers
ROSE MARIE STOWERS

Witness to all:

Noelle Britt
Noelle Britt

General Partner:
Mary Jo Thomas

By:

Limited Partners:

Mary Jo Thomas
Mary Jo Thomas

David J. Thomas, III
David J. Thomas, III

Brook C. Thomas
Brook C. Thomas

FILED
2005 FEB 17 PM 1:25
TALLAHASSEE, FLORIDA
2005 FEB 17
TALLAHASSEE, FLORIDA

AMENDMENT #2
TO THE
THOMAS FAMILY PARTNERSHIP, LTD.
LIMITED PARTNERSHIP AGREEMENT

FILED
2006 FEB 17 PM 1:25
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The partners of the above referenced limited partnership hereby consent and agree to the following alterations of the Thomas Family Partnership, Ltd. (TFP, Ltd.) limited partnership agreement dated March 12, 1999, and subsequently amended April 30, 1999:

1. Change of Name.

The partners unanimously vote to change the name from Thomas Family Partnership, Ltd., Mary Jo Thomas, General Partner to Thomas Family Partnership, Ltd.

2. Assignment of General Partnership Interest.

Mary Jo Thomas, General Partner, hereby assigns her complete general partnership interest, together with all the rights and obligations described in Article 11 of the partnership agreement to the Thomas Family Management Corp. (TFMC). TFMC accepts this assignment. Furthermore, the partners unanimously consent to this general partnership assignment and agree to waive the requirement for a legal opinion described in 10.1 of the partnership agreement.

3. Assignment of Limited Partnership Interest

Mary Jo Thomas, limited partner hereby assigns her complete limited partnership interest together with all the rights and obligations described in Article 11 of the partnership agreement to the Mary Jo Thomas 1999 Trust u/a dated 03/12/99. Mary Jo Thomas, trustee accepts this assignment on behalf of the trust. Furthermore, the assigning and assigned general partners consent to this limited partnership assignment.

4. Addition of section 7.3 with respect to capital accounts

Partners are free to add or withdraw money and/or property with the consent of the General Partner. Such additions or withdrawals will alter the relative capital account balances of that partner and other partners. The resulting capital, profit and loss interests are to be recomputed following such non pro-rata additions or withdrawals and are to be maintained such that there exists substantial economic effect to all subsequent allocations. This provision contemplates that each partner's capital interest should be equal to his/her profit/loss interest.

Thomas Family Partnership, Ltd.
Limited Partnership Agreement
Amendment #2
January 1, 2005

FILED
2005 FEB 17 PM 1:25
JAMES H. THOMAS, III
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of January 1, 2005.

Witnesses:

Kay S. Clark

KAY S. CLARK

Witnesses to all:

Rachel L. Wiseman

Rachel L. Wiseman

Assigning General Partner:
Mary Jo Thomas

Mary Jo Thomas

Assigned General Partner:
Thomas Family Management Corporation

By: Brook C. Thomas
Brook C. Thomas, President

Assigning Limited Partner

Mary Jo Thomas
Mary Jo Thomas, MD

Assigned Limited Partner
Mary Jo Thomas 1999 Trust u/a dtd 3/12/99

Mary Jo Thomas
Mary Jo Thomas, Trustee

Limited Partners:

David J. Thomas, III
David J. Thomas, III

Brook C. Thomas
Brook C. Thomas