

Division of Corporations

ADD000 0001653

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LIMITED PARTNERSHIP AMENDMENT

VRABLE AND ASSOCIATES, LTD.

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Certificate of Status	0
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VRABLE AND ASSOCIATES, LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.109, Florida Statutes, Vrable and Associates, having Florida registration number A00000001653 and whose certificate of limited partnership was originally filed with the Florida Department of State on October 31, 2000, hereby adopts the following certificate of amendment to its certificate of limited partnership:

WHEREAS, according to the Certificate of Limited Partnership of Vrable and Associates, Ltd., the general partners of Vrable and Associates, Ltd. (the "Partnership") are Stephen R. Vrable, as Trustee of the Stephen R. Vrable Trust u/a dated September 5, 1984, as Amended and Restated on November 30, 1989 (the "Stephen R. Vrable Trust"), and Lois A. Vrable, as Trustee u/a dated September 5, 1984, as Amended and Restated on November 30, 1989 (the "Lois A. Vrable Trust"); and

WHEREAS, on August 23, 2002, the Stephen R. Vrable Trust was duly revoked and all assets of said trust corpus, including its general partnership interests in the Partnership, were assigned, transferred and set over to Stephen, R. Vrable, as Trustee of that certain Trust Agreement entered into by Stephen R. Vrable as Grantor and Trustee, dated August 23, 2002; and

WHEREAS, on August 23, 2002, the Lois A. Vrable Trust was duly revoked and all assets of said trust corpus, including its general partnership interests in the Partnership, were assigned, transferred and set over to Lois A. Vrable, as Trustee of that certain Trust Agreement entered into by Lois A. Vrable as Grantor and Trustee, dated August 23, 2002; and

WHEREAS, Stephen R. Vrable is now deceased; and

WHEREAS, by Agreement dated June 5, 2003, Lois A. Vrable, as Trustee of the Stephen R. Vrable Trust dated August 23, 2002, sold and assigned all the general partnership interests of the Partnership owned by Lois A. Vrable, as Trustee of the Stephen R. Vrable Trust dated August 23, 2002; and

WHEREAS, by said Agreement, the general partnership interests of the Partnership owned by Lois A. Vrable, as Trustee of the Stephen R. Vrable Trust dated August 23, 2002, were converted to limited partnership interests;

NOW, THEREFORE, the Certificate of Limited Partnership of the Partnership is hereby amended as follows:

FIRST: Article 3 is hereby deleted in its entirety.

SECOND: Articles 4 and 5 are hereby deleted in their entireties and replaced with the following:


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The name and address of the sole general partner of the limited partnership is Lois A. Vrable, as Trustee of the Lois A. Vrable Trust dated August 23, 2002, 9456 Cedar Ridge Lane, Sarasota, Florida 34238.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership has been executed by the General Partners of Vrable and Associates, Ltd., on this the 5th day of June, 2003.

 Trustee
LOIS A. VRABLE, as Trustee of the Stephen R. Vrable
Trust dated August 23, 2002
General Partner of Vrable and Associates, Ltd.

 Trustee
LOIS A. VRABLE, as Trustee of the Lois A. Vrable
Trust dated August 23, 2002
General Partner of Vrable and Associates, Ltd.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership has been executed by the new General Partner of Vrable and Associates, Ltd., on this the 5th day of June, 2003.

 Trustee
LOIS A. VRABLE, as Trustee of the Lois A. Vrable
Trust dated August 23, 2002
General Partner of Vrable and Associates, Ltd.

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