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WALK IN

PICK UP 4/6/01



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01 APR -6 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILING

Ltd Amend.

1.)

Destin Partnership #3, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

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****105.00 ****105.00

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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RECEIVED
01 APR -6 PM 12:44
DIVISION OF CORPORATION

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

Destin Partnership #3, Ltd.

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

01 APR -6 PM 11:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 11/14/00, adopts the following certificate of amendment to its certificate of limited partnership.

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

1. To add David E. Murphy as an additional limited partner, with an ownership of 1.604 percent.

SECOND: Ownership interest of existing partners shall be modified as shown below and per Amended Exhibit "A", to include ownership interest of new partner, David E. Murphy.

<u>General Partner</u>	<u>Previous Interest</u>	<u>Current Interest Per Amendment</u>
Destin Retail, Inc.	1.0000%	1.0000%
<u>Limited Partners</u>		
Melvin F. Sembler	18.0800%	15.6638%
Gregory S. Sembler	21.6900%	18.7913%
Brent W. Sembler	18.0800%	15.6638%
Craig H. Sher	17.8300%	15.4471%
David E. Murphy	0.0000%	1.6040%
Jeffrey S. Fuqua	3.5200%	12.0300%
Joseph A. Filippelli	19.8000%	19.8000%

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

FOURTH: Signature(s)

Signature of current general partner: Destin Retail, Inc. general partner



Joseph Filippelli, President
Destin Retail, Inc.

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

