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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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B. KOHR
MAY 16 2008
EXAMINER

FILED
08 MAY 15 AM 10:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Carraway, Ltd.
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

George H. Gwynn, Esq.
(Contact Person)

Williams, Gautier et al.
(Firm/Company)

2010 Delta Blvd.
(Address)

Tallahassee, FL 32303
(City, State and Zip Code)

For further information concerning this matter, please call:

Jack "Jake" E. Kiker, III at (850) 386-3300
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
08 MAY 15 AM 10:38
TALLAHASSEE, FLORIDA

FILED
08 MAY 15 AM 10:35
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
AND LIMITED PARTERSHIP AGREEMENT
OF
CARRAWAY, LTD.

Pursuant to the provisions of Section 620.1202, Florida Statutes, and that certain Limited Partnership Agreement of Carraway, Ltd. (the "Limited Partnership Agreement"), this Florida Limited Partnership, whose certificate was filed with the Florida Department of State on March 12, 1979, adopts the following certificate of amendment to its certificate of limited partnership and the Limited Partnership Agreement.

WITNESSETH

THAT WHEREAS, there has previously been formed a limited partnership under the laws of the State of Florida known as Carraway, Ltd.;

WHEREAS, in accordance with prior Amendments to the Limited Partnership Agreement, F. WILSON CARRAWAY, JR., is currently designated as the General Partner thereof;

WHEREAS, F. WILSON CARRAWAY, JR., has given notice to the partners of Carraway, Ltd. that he intends to resign as General Partner pursuant to the provisions of paragraph 14 of the Limited Partnership Agreement; and

WHEREAS, the partners have, pursuant to the said Limited Partnership Agreement, elected CARRAWAY HOLDINGS, INC., as substitute General Partner;

NOW THEREFORE, in consideration of the hereinabove set forth premises and in consideration of other good and valuable considerations, the receipt and sufficiency of which is acknowledged by each of the parties hereto, the certificate of limited partnership of Carraway, Ltd. and the Limited Partnership Agreement are hereby amended as follows:

1. The name of the Registered Agent and Registered Office Address for Carraway, Ltd., shall be amended to reflect the following:

F. W. Carraway, III
3320 Thomasville Road
Tallahassee, Florida 32308

2. The certificate of limited partnership and Paragraph 5 of the Limited Partnership Agreement is amended to reflect the following actions related to the General Partner(s):

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Action</u>
General Partner (Old)	F. WILSON CARRAWAY, JR.	3631 Mossy Creek Lane Tallahassee, FL 32311	Remove
General Partner (New)	CARRAWAY HOLDINGS, INC. PG80000649201	3320 Thomasville Rd. Tallahassee, FL 32308	Add

3. Except as specifically provided above, all remaining terms, provisions and conditions of the hereinabove described certificate of limited partnership and the Limited Partnership Agreement shall remain in full force and effect.

4. The effective date of these amendments shall be March 22, 2008.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment.

NEW GENERAL PARTNER

CARRAWAY HOLDINGS, INC.

FWC
By: F. W. Carraway, III
Its: President

OLD GENERAL PARTNER

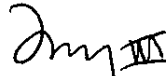
F. Wilson Carraway, Jr.
F. WILSON CARRAWAY, JR.

W. Carraway Taylor
Witness
Caroline Sutton
Witness

W. Carraway Taylor
Witness
Caroline Sutton
Witness

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



F.W. CARRAWAY, III

Filing Fee: \$52.50