

A17976

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 11 PM 3:51

April 9, 1997

VIA FEDERAL EXPRESS 114 3765 917

Division of Corporations
ATTN: Partnership Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Wibberley Enterprises Limited
Number A17976

600002144676--4
-04/16/97--01037--001
1738.10 **96.25

Dear Division:

Stephen A. Wibberley, the General Partner of Wibberley Enterprises Limited, deceased on April 1, 1996, and pursuant to the Limited Partnership Agreement, his wife, Leilani S. Wibberley, elected to convert a portion of her Limited Partnership interest to a General Partnership interest. The Limited Partnership Agreement provided that the interest of Stephen A. Wibberley, as held by his Estate, would be converted from a General Partnership interest to a Limited Partnership interest.

Mrs. Wibberley inadvertently allowed the Certificate of Limited Partnership to lapse.

Therefore, enclosed please find a Third Certificate of Amendment to the Limited Partnership Agreement reflecting the change of the General Partner from Stephen A. Wibberley to Leilani S. Wibberley, a change of registered agent from Stephen A. Wibberley to Les W. Burke and an application for reinstatement of limited partnership together with a check in the amount of \$ 1,738.10 representing fees as follows:

- Filing Fees for Annual Report (2 years)
- Supplemental Fee (2 years)
- Penalty Fee (2 years)
- Certificate of Status
- Filing Certificate of Amendment Fee
- Certified copy of Amendment to Certificate of Limited Partnership

Name	DE 145
Available	425.60
Document	207.50
Examiner	1000.00
Updater	8.75
Updater	81.75
Verifier	81.75
Acknowledgement	
W. P. Verifier	DE

FF: 52.50
certs 43.75

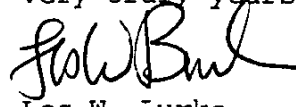
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Changing Registered Agent

35.00

Thanking you for your cooperation, I remain

Very truly yours,



Les W. Jurke

LWB/cbg

Encls.

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THIRD AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP OF
WIBBERLEY ENTERPRISES LIMITED

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This Third Amendment is made and entered into effective for all purposes and in all respects as of April 1, 1996, by and among the undersigned parties. The limited partnership was filed with the State of Florida on October 1, 1984.

R E C I T A L S

A. Wibberley Enterprises, Limited (the "Partnership") is a State of Florida Limited Partnership formed and presently existing pursuant to a Limited Partnership Agreement and a Certificate of Limited Partnership (the "Partnership Agreement").

B. Stephen A. Wibberley ("SAW"), the General Partner shown on the Partnership Agreement, deceased on April 1, 1996, and pursuant to Section 10.10 of the Partnership Agreement, Leilani S. Wibberley ("LSW"), a Limited Partner, elected effective as of April 1, 1996, to continue the business of the Partnership and five percent (5%) of LSW's interest has been converted from a Limited Partner interest to a General Partner interest and the General Partnership interest of SAW has been converted to a Limited Partnership interest held by SAW's Estate.

C. Les W. Burke, 221 McKenzie Avenue, Panama City, Florida 32401, is to serve as the replacement registered agent for SAW.

D. The parties hereto desire to amend the Partnership

Agreement to reflect the aforesaid changes.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of Wibberley Enterprises Limited is hereby amended to provide as follows:

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1. Exhibit A of the Partnership Agreement and Certificate is hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended and incorporated herein by this reference.

2. It is further provided and agreed that (i) the Estate of Stephen A. Wibberley shall be and is hereby substituted as a Limited Partner of the Partnership to the full extent of the five percent (5%) General Partnership Interest previously held by Stephen A. Wibberley; (ii) the signing of this Third Amendment by Leilani S. Wibberley as Personal Representative of the Estate of Stephen A. Wibberley and by Leilani S. Wibberley individually does and shall constitute her consent in both capacities to the matters set forth herein; (iii) any present or future references to the term "Partners" or "Limited Partners" or "General Partner" by the Partnership Agreement, or any amendment thereto, shall be deemed to include all of the parties as set forth on Exhibit A.

3. Section 2.1 of the Partnership Agreement and Certificate is amended to delete SAW as the registered agent of the Partnership as to substitute Les W. Burke, 221 McKenzie Avenue, Panama City, Florida 32401, as the new registered agent of the Partnership.

4. Except as hereby amended the Partnership Agreement and Certificate are ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereunto have executed this Third Amendment under seal effective as of the date hereinabove first written.

Cheryl B. Griswold
Cheryl B. Griswold
Printed Names of Witness

Ashley L. Pietro
ASHLEY L. PIETRO
Printed Names of Witness

Cheryl B. Griswold
Cheryl B. Griswold
Printed Names of Witness

Ashley L. Pietro
ASHLEY L. PIETRO
Printed Names of Witness

By: Leilani S. Wibberley
Leilani S. Wibberley,
General Partner

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By: Leilani S. Wibberley
Limited Partner
Estate of Stephen A. Wibberley
by Leilani S. Wibberley,
Personal Representative

EXHIBIT A

WIBBERLEY ENTERPRISES LIMITED

LIMITED PARTNERSHIP AGREEMENT

AND

CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Percentage of Partnership Interest</u>
<u>General Partner:</u>		
Leilani S. Wibberley 3404 N. Harbour Circle Panama City, FL 32405	\$1,600	5.00%
<u>Limited Partners:</u>		
Estate of Stephen A. Wibberley 3404 N. Harbour Circle Panama City, FL 32405	\$8,320	26.00%
Leilani S. Wibberley 3404 N. Harbour Circle Panama City, FL 32405	\$6,720	21.00%
Carrie B. Wibberley 1984 Trust c/o Clarence Wibberley 2725 West 27th Street Panama City, FL 32405	\$5,120	16.00%
Eric S. Wibberley 1984 Trust c/o Clarence Wibberley 2725 West 27th Street Panama City, FL 32405	\$5,120	16.00%
Jennifer L. Wibberley 1984 Trust c/o Clarence Wibberley 2725 West 27th Street Panama City, FL 32405	\$5,120	16.00%

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STATE OF FLORIDA
COUNTY OF BAY

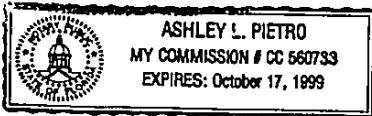
I, ASHLEY L. PIETRO, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Leilani S. Wibberley appeared before me in said jurisdiction and, being personally well known to me and being by me first duly sworn, did depose and say that she is a party to the foregoing and annexed Third Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Wibberley Enterprises Limited, and that the facts relating to the said partnership set forth in said Third Amendment are true and correct and she acknowledged to me that she executed the Third Amendment as her free act and deed.

Subscribed and sworn to before me on this 7th day of April, 1997.

Ashley L. Pietro
Notary Public

My Commission expires:

[Notarial Seal]



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