

A18191

NORTH AMERICAN COMPANY LTD.

June 24, 2002

Corporate Section Administrator  
Amendment Section  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: North American Company Ltd.

100006053281--8  
-06/27/02--01003--014  
\*\*\*\*182.50 \*\*\*\*105.00

Gentlemen:

Enclosed, for filing, are:

- (1) An Amendment to the Certificate of Limited Partnership of North American Company Ltd.,
- (2) Statement of Qualification for Florida Limited Liability Limited Partnership,
- (3) Our check, payable to the Secretary of State, in the amount of \$182.50 to cover your filing fee and the fee for one certified copy of both the Amendment and the Statement of Qualification.


We are also enclosing a self-addressed envelope for your convenience in returning the certified copies to us.

Please note that the Amendment is being filed to reflect the change from a Limited Partnership to a Limited Liability Limited Partnership. There has been no change in the capital of the Partnership as a result of the Amendment.

Thank you for your prompt attention.

Sincerely yours,

NORTH AMERICAN COMPANY LTD.

  
Charles L. Palmer  
Managing General Partner

|                              |     |
|------------------------------|-----|
| Name Availability            |     |
| Document Examiner            | DOC |
| Updater                      | DOC |
| Updater Verifier             | DOC |
| CLP:skd Acknowledgement      | DOC |
| Enclosures to W. P. Verifier | DOC |

VIA FEDERAL EXPRESS

FF \$ 52.50  
CC 52.50



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 28, 2002

CHARLES L. PALMER  
NORTH AMERICAN COMPANY LTD.  
312 S.E. 17TH STREET, SUITE 300  
FORT LAUDERDALE, FL 33316

SUBJECT: NORTH AMERICAN COMPANY LTD.  
Ref. Number: A18191

We have received your document for NORTH AMERICAN COMPANY LTD. and your check(s) totaling \$182.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

This letter is for both the amendment you are trying to file and the Statement of Qualification. The effective date could be June 27th (the day we received the filings or any date after). Please correct your documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 602A00041374

**SEVENTY-EIGHTH AMENDMENT**  
**TO THE**  
**LIMITED PARTNERSHIP AGREEMENT**  
**OF**  
**NORTH AMERICAN COMPANY LTD.**

FILED  
02 JUL 11 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT**, made effective as of the date filed with the State of Florida, to the Limited Partnership Agreement of North American Company Ltd., dated October 31, 1984, ("Agreement") by and between the General Partners and the Limited Partners of North American Company Ltd., ("Partnership").

**WHEREAS**, pursuant to the provisions of the Agreement, the General Partners of the Partnership have resolved to elect limited liability limited partnership ("LLLP") status as permitted under Florida Statute § 620.187; and

**WHEREAS**, in the opinion of the General Partners and counsel to the Partnership, it is necessary and desirable to amend certain provisions of the Agreement to comply with the applicable Florida laws regarding the LLLP election;

**WHEREAS**, pursuant to Article V, Section 5.3(c) and Article XIV, Section 14.4 of the Agreement, all conditions required for the amendment of the Agreement by the General Partners have been fully complied with by the parties.

**NOW, THEREFORE**, in consideration of the mutual covenants and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. That the Agreement, including all amendments and exhibits, if any, thereto, be, and hereby is, amended by deleting any and all references to "limited partnership" and replacing the same with "limited liability limited partnership".

2. That the Agreement be and hereby is further amended by deleting the first sentence of Article II, Section 2.20, in its entirety and by adding in lieu thereof, "The name of the Partnership shall be **North American Company LLLP**".

3. That the Agreement be and hereby is further amended by deleting the first sentence of Article III, Section 3.7, which reads "*The General Partners shall be personally liable for the debts and obligations of the partnership, but all such debts and obligations shall be paid and discharged first with Partnership Assets to the extent of such assets.*" The remainder of Article III, Section 3.7 shall be unaffected by this amendment.

4. That the Agreement be and hereby is ratified and reaffirmed in all other respects.

**IN WITNESS WHEREOF**, the General Partners of North American Company LLLP have executed this Amendment to the Limited Partnership Agreement of North American Company Ltd., as of the day and date first above written.

**GENERAL PARTNERS:**

  
Charles L. Palmer III

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Susan G. St. Amant

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Orrin R. Gore

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George H. Gore

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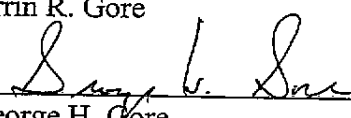
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