

A 20023

EXCHANGE BUILDING, LTD.

201 South Monroe Street, Suite 500
Tallahassee, Florida 32301
(850) 222-8611
Fax: (850) 222-8969

FILED
01 APR -3 PM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 2001

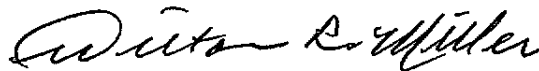
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

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-04/04/01--01004-011
*****52.50 *****52.50

Dear Sirs:

Enclosed for filing is Third Amendment to Exchange Building, Ltd. Agreement and Certificate of Limited Partnership, along with our check for the filing fee in the sum of \$52.50. Also enclosed is a copy of the Third Amendment which we would appreciate your stamping with the filing date. Please call Linda Sante at 222-8611 when it is ready to be picked up.

Yours truly,



Wilton R. Miller

WRM:lms
Enclosures

4/3/01

RECEIVED
01 APR -3 PM 4:33
DIVISION OF CORPORATION

THIRD
AMENDMENT TO
EXCHANGE BUILDING, LTD.
AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP

(Originally filed with the Secretary of State's office on 5-29-85)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS THIRD AMENDMENT to Agreement and Certificate of Limited Partnership (hereinafter "Amendment") is effective the 30th day of March, 2001, by and between Wilton R. Miller and W. Robert Olive as sole general and limited partners in said Agreement and Certificate of Limited Partnership. This amendment is made pursuant to Article XIV of said Agreement and Certificate, and the provisions of the Florida Uniform Limited Partnership Law, Part I, Chapter 620, Florida Statutes;

WHEREAS, W. Robert Olive has assigned, sold and transferred all of his general partnership interest and forty-seven and ninety-nine-hundredths percent (47.99%) limited partnership interest in Exchange Building, Ltd., a limited partnership existing under the laws of the State of Florida, to Wilton R. Miller;

NOW, THEREFORE, said Agreement and Certificate, as amended, is hereby further amended as follows:

1. W. Robert Olive hereby withdraws as a General Partner.
2. The Preamble is amended to delete W. Robert Olive as a General Partner; and to retain Wilton R. Miller as sole and only General Partner.
3. Article V, Paragraph 5.2 -- W. Robert Olive is hereby deleted as a General Partner.
4. Paragraph 4 of the Second Amendment to Exchange Building, Ltd. Agreement and Certificate of Limited Partnership is amended to refer to Article V, Paragraph 5.2.

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5. Article VI, Paragraph 6.1 -- W. Robert Olive is hereby deleted as a General Partner

The partnership interests of the partners shall be as follows:

General Partners

Wilton R. Miller 4%

Limited Partners

Wilton R. Miller 95.99%

W. Robert Olive 0.01%

6. Article VIII, Paragraph 8.1 -- Wilton R. Miller is hereby designated the managing general partner of the Partnership, replacing W. Robert Olive.

7. Article IX is hereby amended to delete W. Robert Olive.

8. Article XV is amended through the deletion of the name and address of W. Robert Olive as a general partner. The following names and addresses are substituted therefor:

General Partners

Wilton R. Miller 201 South Monroe Street
Suite 500
Tallahassee, FL 32301

Limited Partners

Wilton R. Miller 201 South Monroe Street
Suite 500
Tallahassee, FL 32301

W. Robert Olive 201 South Monroe Street
Suite 500
Tallahassee, FL 32301

IN WITNESS WHEREOF, the Partners have signed this amendment to the Agreement and Certificate of Limited Partnership.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed, sealed and delivered
in the presence of:

Monica Mercer Herp
MONICA MERCER HERP

Wilton R. Miller
WILTON R. MILLER

Linda M. Sante
LINDA M. SANTE
Witnesses as to both parties

W. Robert Olive
W. ROBERT OLIVE

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 30th day of MARCH 2001, by Wilton R. Miller, who is personally known to me.



Linda M. Sante
MY COMMISSION # CC671707 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC

Linda M. Sante
Linda M. Sante
Notary Public, State of Florida

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 30th day of MARCH 2001, by W. Robert Olive, who is personally known to me.



Linda M. Sante
MY COMMISSION # CC671707 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC

Linda M. Sante
Linda M. Sante
Notary Public, State of Florida