

A21787

KAUFMAN & CANOLES

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

700 PAVILION CENTER
POST OFFICE BOX 626
VIRGINIA BEACH, VIRGINIA 23451

ROBERT C. GOODMAN, JR.

ONE COMMERCIAL PLACE
POST OFFICE BOX 3037
NORFOLK, VIRGINIA 23514
(757) 624-3000
FAX (757) 624-3169

11817 CANON BOULEVARD
SUITE 408
NEWPORT NEWS, VIRGINIA 23608

DIRECT DIAL: (757) 624-3238
E-MAIL: rgoodman@kaufcan.com

June 2, 1998

FEDERAL EXPRESS

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-06/04/98--01045--001
*****52.50 *****52.50

Ms. Jennifer Sindt
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Malbon Motel Management, Inc.
FMB Associates Limited Partnership
Our Matter No. 40216

Dear Ms. Sindt:

Enclosed for filing is an **Application by Foreign Corporation for Authorization to Transact Business in Florida for Malbon Motel Management, Inc.**, together with a Certificate of Existence and our firm's check for \$70 payable to Florida Department of State. **Since time is of the essence in this matter, please issue a Certificate of Authority on June 3, 1998.**

After you have filed the Application for Malbon Motel Management, Inc., please immediately file the enclosed **Certificate of Amendment to Application for Registration of FMB Associates Limited Partnership**. Our firm's check for \$52.50 payable to Florida Department of State is also enclosed. Please file this Certificate of Amendment with the enclosed

Exhibits A, B and C. Again, since time is of the essence in this matter, **please issue the Certificate of Amendment on June 3, 1998.**

| | |
|-------------------|---|
| Name | Exhibits A, B and C. |
| Availability | Certificate of Amendment on June 3, 1998. |
| Document | |
| Examine | DCC |
| Update | Also enclosed are photocopies of the Application by Foreign Corporation for |
| Update | Authorization to Transact Business in Florida for Malbon Motel Management, Inc. and Certificate |
| Verify | of Amendment to Application for Registration of FMB Associates Limited Partnership. Please |
| | acknowledge the filing of these documents by stamping the copies with the date of filing and |
| | return the acknowledgment copies to me by Federal Express by utilizing the enclosed airbill. |
| Action to be sent | DCC |
| W. P. Verifier | DCC |

TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 12:58

June 2, 1998
Page 2

Please call me if you have any questions regarding these matters or if I am not available
call my legal assistant, Carol Cagney at 757-624-3225.

Sincerely,


Robert C. Goodman, Jr.

RCG:cfc
Enclosures

cc: Paul E. Malbon
William R. Malbon, Jr.
0483340.01

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FMB ASSOCIATES LIMITED PARTNERSHIP

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

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows: THE GENERAL PARTNERS ARE AS FOLLOWS:

TIMOTHY GRAY MALBON 684 ESTERO BOULEVARD, FORT MYERS BEACH, FL 33931

MALBON MOTEL MANAGEMENT, INC. 500 SUSAN CONSTANT DRIVE, VIRGINIA BEACH, VA 23451

** F99000003131

MALBON MOTEL MANAGEMENT, INC.

BY: Timothy Gray Malbon TIMOTHY GRAY MALBON, PRESIDENT
GENERAL PARTNER

Timothy Gray Malbon
(Signature of a General Partner)

TIMOTHY GRAY MALBON, MANAGING GENERAL PARTNER

(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF LEE

On this 1st day of JUNE, 19 98
personally appeared before me, TIMOTHY GRAY MALBON, MANAGING GENERAL PARTNER

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Patricia A. Rothsching
(Notary Public Signature)
PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
(Notary Public Seal)
ATLANTIC SUNDING CO., INC.

Seal

My Commission Expires:

**FILED HERewith ARE: (1) EXHIBIT A, EIGHTH AMENDMENT DATED JUNE 17, 1997,
(2) EXHIBIT B, NINTH AMENDMENT DATED DECEMBER 4, 1997 AND (3) AMENDMENT DATED
DECEMBER 23, 1997, EXHIBIT C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 12:58

STATE OF FLORIDA
COUNTY OF LEE

ON THIS 1st DAY OF ^{JUNE}~~MAY~~, 1998, TIMOTHY GRAY MALBON, PRESIDENT OF
MALBON MOTEL MANAGEMENT, INC., GENERAL PARTNER, PERSONALLY
APPEARED BEFORE ME, ✓ WHO IS PERSONALLY KNOWN TO ME OR _____
WHOSE IDENTITY I PROVED ON THE BASIS OF _____

Patricia A. Rothsching
(NOTARY PUBLIC SIGNATURE)

PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU _____
(NOTARY PUBLIC PRINTED NAME) INC.

SEAL

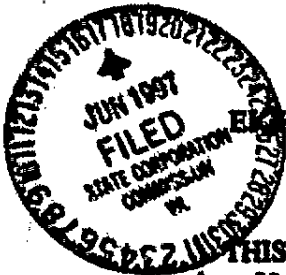
MY COMMISSION EXPIRES: _____

0482993.01

EXHIBIT A

CLERK'S OFFICE

97 JUN 17 AM 10:1



**EIGHTH AMENDMENT OF LIMITED PARTNERSHIP AND CERTIFICATE
OF FMB ASSOCIATES LIMITED PARTNERSHIP**

THIS AMENDMENT AGREEMENT OF LIMITED PARTNERSHIP is made as of the first day of June, 1997, by and among TIMOTHY GRAY MALBON ("Managing General Partner") and the parties listed in Schedule A hereto (the "Limited Partners") and is intended to amend the Limited Partnership Agreement of FMB Associates Limited Partnership as heretofore amended and restated and in accordance with § 50-73.12 of the Code of Virginia of 1950, as amended, to amend the Certificate of Limited Partnership.

RECITALS:

- A The name of the limited partnership is FMB Associates Limited Partnership
- B The date of filing the initial certificate of limited partnership was February 25, 1987.
- C F.M.B. Associates (the "Partnership") was created by Agreement (the "Initial Partnership Agreement") and Certificate (the "Original Certificate") dated as of October 1, 1985 for the purpose of purchasing and operating the Best Western Beach Resort in Fort Myers, Florida.
- D By the Amendments as listed on Schedule B (the "Amendments"), the Partnership has been amended, reconstituted and ultimately restated with the effect of redistributing the limited partnership interests as shown on Schedule A to the Seventh Amendment and restating the General Partners of the Partnership so that at present (prior to this Amendment) Timothy Gray Malbon is listed as Managing General Partner and Thomas M. Malbon is listed as General Partner.
- E The Amendments have cured any problems, defects or deficiencies as a result of (i) the bankruptcy of Thomas M. Malbon and (ii) the withdrawal of Alfred Etheridge as Managing General Partner.
- F For the purpose of convenience, the Agreement of Limited Partnership of FMB Associates as heretofore amended is referred to as the "Partnership Agreement." All terms used herein shall have the same meaning as in the Partnership Agreement. It is hereby further amended as provided below.
- G This Amendment shall also be deemed to be a Certificate of Removal with respect to any interests that Thomas M. Malbon may have as a General Partner in the Partnership.

NOW, THEREFORE, in consideration of the mutual covenants, the parties hereby agree as follows:

AGREEMENT:

1. Promptly after the execution hereof by the Managing General Partner and by a majority in interest of the Limited Partners, the parties shall file with the Virginia State Corporation Commission (the "SCC") a revised Certificate of Limited Partnership reflecting the amendments set forth below, which Certificate may be executed by the Managing General Partner in accordance with the provisions of Section 1.2 of the current Partnership Agreement.

2. The name of the Registered Agent of the Partnership in Virginia is hereby changed to Robert C. Goodman, Jr., who is a resident of Virginia and a member of the Virginia State Bar, and whose address is 2000 NationsBank Center, Norfolk, VA 23510, and whose mailing address is P. O. Box 3037, Norfolk, VA 23514-3037.

3. As evidenced by the signatures below, a majority in interest of the Limited Partners desire to remove Thomas M. Malbon from such position, if any, as he may hold as General Partner, and substitute, pursuant to the terms and provisions below, Malbon Management Services Inc. ("MMS"), a Virginia Corporation, as General Partner in his place and stead, it being intended that this Amendment shall be deemed to be a Certificate of Removal as provided in Paragraph 18 of the Partnership Agreement. MMS has indicated by its execution hereto that it accepts appointment as General Partner (but not Managing General Partner) and agrees that, anything to the contrary notwithstanding, MMS shall not receive distributions of income with respect to the two and two-thirds General Partnership Units which have been forfeited by Thomas M. Malbon.

4. The limited partnership interests as heretofore stated on Schedule A of the current Partnership Agreement are hereby restated as shown on Schedule A.

5. Paragraph 6 and Paragraph 23.1 of the Partnership Agreement and the related provisions of the Certificate of Limited Partnership are hereby amended by deleting therefrom "December 31, 2005" and substituting in lieu thereof "December 31, 2055."

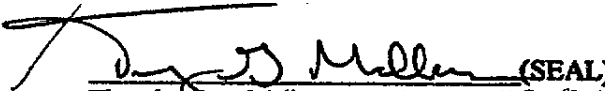
6. Pursuant to the provisions of Section 13.1-1010.1 of the Virginia Code, the Managing General Partner is hereby authorized to convert the Partnership to a Virginia Limited Liability Company ("LLC"), provided that the purpose of the Limited Partnership shall continue to be the purpose provided in Paragraph 5 of the Partnership Agreement unless consented to by all the Partners and no such conversion to an LLC shall enlarge the obligations of any Partner as otherwise provided for under the Partnership Agreement or convert the interest in the Partnership of any Limited Partner into the interest of a General Partner or modify the liability of any Limited Partner without the consent of such Partner, it being understood that the conversion into an LLC is not intended to do any of the foregoing. The parties hereby agree to execute and acknowledge an Operating Agreement for the LLC containing provisions consistent with an LLC and with the provisions of the Partnership Agreement, as amended.

7. The parties below, by execution of this Eighth Amendment, hereby ratify and confirm all of the foregoing, including the Recitals and Schedules hereto, and agree that, except as amended, the Partnership Agreement, as heretofore amended, remains in full force and effect with the exception of the removal of Thomas M. Malbon as a General Partner as provided above.

8. This Agreement may be executed in one or more counterparts and all so executed shall constitute one Agreement binding all of the parties hereto notwithstanding that all parties are not signatory to the original or the same counterpart.

WITNESS the following signatures and seals:

MANAGING GENERAL PARTNER:

 (SEAL)
Timothy Gray Malbon FL DL # 415-801-64-18-0
X 5-22-99


GENERAL PARTNER:
Malbon Management Services Inc.

 (SEAL)
By: Title Poudat

LIMITED PARTNERS:

 (SEAL)
H. Ernest Brown

 (SEAL)
Mary Erhard

 (SEAL)
Jennifer B. Estes

 (SEAL)
Gene A. Estes

W. Frank Hudgins, III (SEAL)
W. Frank Hudgins, III

W. R. Malbon, Jr. (SEAL)
W. R. Malbon, Jr.

Paul Malbon (SEAL)
Paul Malbon FL DL # M415-685-37-417-0
X 12-07-2011

Timothy G. Malbon (SEAL)
Timothy G. Malbon
FL DL # M415-807-64-82-0 X522-99

Barbara M. Malbon (SEAL)
Barbara M. Malbon FL DL M415-073-38-788-0
X 9-8-01

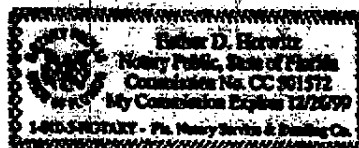
Jeffrey M. Malbon (SEAL)
Jeffrey M. Malbon FL DL # M415-433-66-003-0
1-01-2000

COMMONWEALTH OF VIRGINIA
AT LARGE: FLORIDA

The foregoing Amendment was acknowledged before me in the City of
F.T. MYERS, Virginia, this 14 day of June, 1997 by Timothy Gray Malbon.
FLORIDA

Locher D. Herwitz
Notary Public

My commission expires:



COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of Va Beach,
Virginia, this 13 day of June, 1997 by W.R. Malbon Jr., the President of
Malbon Management Services Inc., on behalf of the corporation.

Diane M. Henry
Notary Public

My commission expires:

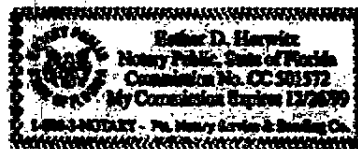
Continued Below is My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DORRIS M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
FT. MYERS, Virginia, this 14 day of June, 1997 by Jeffrey M. Malbon.
FLORIDA
COUNTY OF LE

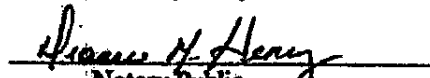

Notary Public

My commission expires:



COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
Va Beach, Virginia, this 13 day of June, 1997 by Mary Erhard.


Notary Public

My commission expires:
Entrusted Hereon to My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DIANNE M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
Va Beach, Virginia, this 13 day of June, 1997 by Jennifer B. Estes.


Notary Public

My commission expires:
Entrusted Hereon to My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DIANNE M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
Va Beach, Virginia, this 13 day of June, 1997 by Gene A. Estes.


Notary Public

My commission expires:

Entrusted Hereon to My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DIANNE M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
Va Beach, Virginia, this 13 day of June, 1997 by W. Frank Hudgins, III.

Dianna M. Henry
Notary Public

My commission expires:

Enbowed Hereon is My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DIANNE M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
Va Beach, Virginia, this 13 day of June, 1997 by W. R. Malbon, Jr.

Dianna M. Henry
Notary Public

My commission expires:

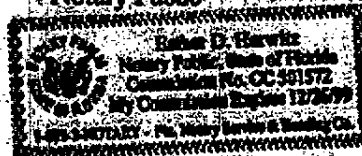
Enbowed Hereon is My
Commonwealth of Virginia Notary Public Seal
My Commission Expires August 31, 2001
DIANNE M. HENRY

COMMONWEALTH OF VIRGINIA
AT LARGE: FLORIDA

The foregoing Amendment was acknowledged before me in the City of
FT MYERS, FLORIDA, this 14 day of June, 1997 by Paul Malbon.

Esther D. Harwitz
Notary Public

My commission expires:

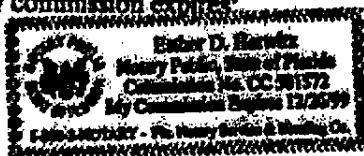


COMMONWEALTH OF VIRGINIA
AT LARGE: FLORIDA

The foregoing Amendment was acknowledged before me in the City of
FT MYERS, FLORIDA, this 14 day of June, 1997 by Timothy G. Malbon.


Esther D. Harwitz
Notary Public

My commission expires:



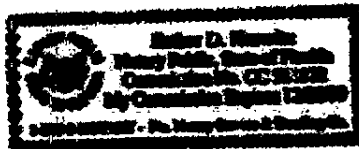
~~COMMONWEALTH OF VIRGINIA~~
^{FLORIDA}
AT LARGE:

The foregoing Amendment was acknowledged before me in the City of
FT. MYERS, ^{FLORIDA} Virginia, this 14 day of June, 1997 by Barbara M. Malbon.


Notary Public

My commission expires:

~~COMMONWEALTH OF VIRGINIA~~
^{FLORIDA}
AT LARGE:

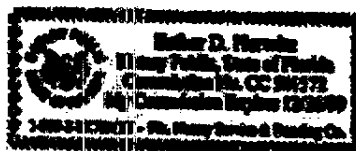


The foregoing Amendment was acknowledged before me in the City of
FT. MYERS, ^{FLORIDA} Virginia, this 14 day of June, 1997 by Jeffrey M. Malbon.


Notary Public

My commission expires:

0421049.03



SCHEDULE A

LIMITED PARTNERS

H. Ernest Brown
2248 Princess Anne Road
Virginia Beach, VA 23456

Mary M. Erhard
1204 N. Bayshore Road
Virginia Beach, VA 23451

Jennifer B. Estes and
Gene A. Estes
2501 Little Acorn Court
Virginia Beach, VA 23456

W. Frank Hudgins, III
1400 Weaver Lane
Chesapeake, VA 23320

W. R. Malbon, Jr.
500 Susan Constant Drive
Virginia Beach, VA 23451

Paul Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

Timothy G. Malbon
7211 Emily Drive
Fort Myers Beach, FL 33908

Barbara M. Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

Jeffrey M. Malbon
17771 Broadway Avenue
Fort Myers, FL 33931

LIMITED UNITS

1 17/20

1 2/20

7/20

1 14/20

13 18/20

3

11/20

2

11/20

SCHEDULE B

- (i) The Amended and Restated Certificate of Limited Partnership of F.M.B. Associates Limited Partnership (formerly F.M.B. Associates, Ltd.) dated as of November 14, 1986 effectively amended, reconstituted and supplanted the original partnership agreement. This certificate was filed February 25, 1987 with the State Corporation Commission ("SCC")
- (ii) First Amendment to the Restated Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of January 5, 1988, amended the Limited Partnership shares, paragraph IX of the Restated Certificate and ratified and confirmed the Restated Certificate. This amendment was filed in the Clerk's Office of the Circuit Court of Virginia Beach February 19, 1988 in book 38 at page 2110 et seq.
- (iii) Second Amendment to the Restated Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of June 16, 1988, amended the Limited Partnership shares and incorporated, ratified, and confirmed all information, terms, and conditions set forth in the Restated Certificate into this Second Amendment. This amendment was filed in the Clerk's Office of the Circuit Court of Virginia Beach July 29, 1988 in book 40 at page 108 et seq.
- (iv) Third Amendment to the Restated Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of October 14, 1988, amended paragraph 19.6 of the Partnership Agreement, updated the Limited Partnership shares, and ratified, confirmed, and incorporated all information, terms, and conditions as set forth in the Restated Certificate into the Third Amendment. This amendment was filed in the Clerk's Office of the Circuit Court of Virginia Beach February 22, 1989 in book 41 at page 1345 et seq.
- (v) Fourth Amendment to the Restated Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of October 27, 1989, changed the partnership address, changed the registered agent, amended article 19.5 of the Partnership Agreement, amended subsection (i.) of Article XIII of the Certificate and subsection (i.) of Article 19.6 of the Partnership Agreement, amended Article 21 of the Partnership Agreement, updated the Limited Partnership shares, and ratified, confirmed and incorporated all information, terms, and conditions as set forth in the Restated Certificate and previous amendments into this Fourth Amendment. This amendment was recorded in Richmond, Virginia with the SCC November 16, 1989.
- (vi) Fifth Amendment to Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of January 27, 1992, amended the address of the principal place of business of the Partnership, changed the Managing General Partner, updated the Limited Partnership shares, and amended paragraph 37 of

the Partnership Agreement. This amendment signifies that Al Etheridge and Tommy Malbon are no longer General Partners. This amendment was recorded in Richmond, Virginia with the SCC August 14, 1992.

(vii) Sixth Amendment to the Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of January 30, 1992, updated the Limited Partnership shares. This amendment was recorded in Richmond, Virginia with the SCC August 14, 1992.

(viii) Seventh Amendment to Certificate of Limited Partnership of F.M.B. Associates Limited Partnership, dated as of April 1, 1993, updated the Limited Partnership shares, reinstated Tommy Malbon as a general partner and named Timothy Malbon as a general partner. This amendment was recorded in Richmond Virginia with the SCC on August 6, 1993.

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the EIGHTH AMENDMENT OF LIMITED
PARTNERSHIP AND CERTIFICATE filed in this office on June 17, 1997 by FMB
ASSOCIATES LIMITED PARTNERSHIP, a VIRGINIA Limited Partnership.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: November 13, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission

THIS NINTH AMENDMENT
OF CERTIFICATE OF LIMITED PARTNERSHIP
OF FMB ASSOCIATES LIMITED PARTNERSHIP

CLERK'S OFFICE
97 DEC -4 AM 11:13

THIS AMENDMENT OF CERTIFICATE OF LIMITED PARTNERSHIP is filed this 1st day of October, 1997, by TIMOTHY GRAY MALBON, Managing General Partner, on behalf of himself, MALBON MANAGEMENT SERVICES, INC., General Partner, and the parties listed in Schedule A hereto, the Limited Partners and Special Limited Partners, and is intended in accordance with Section 50-73.12 of the Code of Virginia of 1950, as amended, to amend the Certificate of Limited Partnership.

RECITALS:

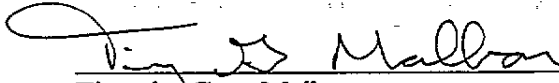
- A. The name of the limited partnership is FMB Associates Limited Partnership.
- B. The date of filing of the initial Certificate of Limited Partnership was February 25, 1987, ID# L-00783.
- C. The Managing General Partner is authorized, in accordance with the provisions of the Virginia Revised Uniform Limited Partnership Act (the "Act") to prepare and execute, on behalf of the General, Limited, and Special Limited Partners, an Amended Certificate of Limited Partnership.
- D. By a Ninth Amendment of the Limited Partnership Agreement, the partners have amended the Partnership and directed the Managing General Partner to file this Certificate to evidence certain aspects of the Amendment.

NOW, THEREFORE, the parties hereby certify as follows:

- 1. There has been created, effected as of the date hereof, a special class of limited partnership interests ("Special Limited Partnership Interests") consisting of 2-2/3 units, with Thomas M. Malbon initially holding 1-1/3 units and Guy C. Malbon initially holding 1-1/3 units. The rights and obligations of the Special Limited Partnership Interests are as set forth in the Partnership Agreement.
- 2. The other limited partnership interests remain unchanged.
- 3. Malbon Management Services, Inc. and Timothy Gray Malbon are the General Partners, with Timothy Gray Malbon being the Managing General Partner.

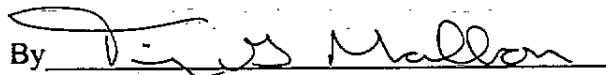
WITNESS the following signatures and seals:

MANAGING GENERAL PARTNER:


Timothy Gray Malbon

GENERAL PARTNER:

MALBON MANAGEMENT SERVICES, INC.


X
By 
Timothy Gray Malbon,
Managing General Partner,
as Attorney-in-Fact
for the General Partner

LIMITED PARTNERS:

H. Ernest Brown
Mary Erhard
Jennifer B. Estes
Gene A. Estes
W. Frank Hudgins, III
W. R. Malbon, Jr.
Paul Malbon
Barbara M. Malbon
Jeffrey M. Malbon

SPECIAL LIMITED PARTNERS:

Thomas M. Malbon
Guy C. Malbon

By 
Timothy Gray Malbon,
Managing General Partner,
as Attorney-in-Fact for all
Limited Partners and Special
Limited Partners pursuant to
Section 1.2 of the current
Partnership Agreement

STATE OF FLORIDA

COUNTY ~~City of~~ LEE

The foregoing Ninth Amendment was acknowledged before me in the ~~City of~~ ^{COUNTY}
LEE, Florida, this 26th day of NOVEMBER, 1997 by Timothy Gray
Malbon, as Managing General Partner of FMB Associates Limited Partnership.


Notary Public

My commission expires:

 PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

~~City of~~ LEE
COUNTY

The foregoing Ninth Amendment was acknowledged before me in the ~~City of~~ ^{COUNTY}
LEE, Florida, this 26th day of NOVEMBER, 1997, by Timothy Gray
Malbon, Managing General Partner, as Attorney-in-Fact for Malbon Management Services, Inc.,
General Partner.


Notary Public

My commission expires:

 PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

~~City of~~ LEE
COUNTY

The foregoing Ninth Amendment was acknowledged before me in the ~~City of~~ ^{COUNTY}
LEE, Florida, this 26th day of NOVEMBER, 1997, by Timothy
Gray Malbon, Managing General Partner of FMB Associates Limited Partnership, as Attorney-in-
Fact for all Limited Partners and Special Limited Partners pursuant to Section 1.2 of the current
Partnership Agreement.


Notary Public

My commission expires:

0443299.04



PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

SCHEDULE A

LIMITED PARTNERS

LIMITED UNITS

H. Ernest Brown
2248 Princess Anne Road
Virginia Beach, VA 23456

1 17/20

Mary M. Erhard
1204 N. Bayshore Road
Virginia Beach, VA 23451

1 2/20

Jennifer B. Estes and
Gene A. Estes
2463 Iron Forge Rd.
Herndon, VA 20171

7/20

W. Frank Hudgins, III
1400 Weaver Lane
Chesapeake, VA 23320

1 14/20

W. R. Malbon, Jr.
500 Susan Constant Drive
Virginia Beach, VA 23451

13 18/20

Paul Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

3

Timothy G. Malbon
7211 Emily Drive
Fort Myers, FL 33908

11/20

Barbara M. Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

2

Jeffrey M. Malbon
17771 Broadway Avenue
Fort Myers, FL 33908

11/20

SPECIAL LIMITED PARTNERS

Thomas M. Malbon
3161 Newbridge Road
Virginia Beach, VA 23456

1-1/3

Guy C. Malbon
1313 Bruton Lane
Virginia Beach, VA 23451

1-1/3

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the NINTH AMENDMENT OF CERTIFICATE OF
LIMITED PARTNERSHIP filed in this office on December 04, 1997 by FMB
ASSOCIATES LIMITED PARTNERSHIP, a VIRGINIA Limited Partnership.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: December 08, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission

EXHIBIT C

AMENDMENT OF AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF FMB ASSOCIATES LIMITED PARTNERSHIP
DATED DECEMBER 23, 1997

THIS AMENDMENT OF AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP is made as of this 23rd day of December, 1997, by TIMOTHY GRAY MALBON, Managing General Partner, on behalf of himself, MALBON MANAGEMENT SERVICES, INC., General Partner, and the parties listed in Schedule A hereto, the Limited Partners and Special Limited Partners, and is intended in accordance with Section 50-73.12 of the Code of Virginia of 1950, as amended, to amend the Agreement of Limited Partnership and the Certificate of Limited Partnership.

RECITALS:

- A. The name of the limited partnership is FMB Associates Limited Partnership.
- B. The date of filing of the initial Certificate of Limited Partnership was February 25, 1987, ID# L-00783.
- C. William R. Malbon, Jr. pursuant to certain Assignment Agreement dated December 23, 1997, has assigned Six and eighteen twentieths (6 18/20) Limited Partnership Units to Matilda S. Malbon ("Tillie").
- D. The General Partners and the Limited Partners and Special Limited Partners desire to amend the Agreement of Limited Partnership to reflect the aforesaid assignment.
- E. The Managing General Partner is authorized, in accordance with the provisions of the Virginia Revised Uniform Limited Partnership Act (the "Act") to prepare and execute, on behalf of the General, Limited, and Special Limited Partners, an Amendment to Limited Partnership and an Amended Certificate of Limited Partnership.
- F. By this Amendment of the Limited Partnership Agreement, the partners have amended the Partnership and directed the Managing General Partner to file this Certificate to evidence certain aspects of the Amendment.

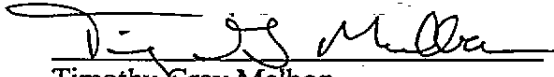
NOW, THEREFORE, the parties hereby certify as follows:

- 1. The parties hereby consent to the transfer of Six and eighteen twentieths (6 18/20) Limited Partnership Units from William R. Malbon, Jr. to Tillie and the admission of Tille as a limited partner. William R. Malbon, Jr. now owns Seven (7) Limited Partnership Units.
- 2. The other limited partnership interests remain unchanged.

3. In all respects the terms and provisions of the Agreement of Limited Partnership, as amended, shall remain in full force and effect.

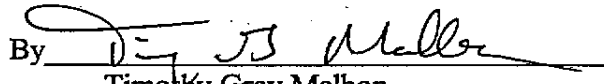
WITNESS the following signatures and seals:

MANAGING GENERAL PARTNER:


Timothy Gray Malbon

GENERAL PARTNER:

MALBON MANAGEMENT SERVICES, INC.

By 
Timothy Gray Malbon,
Managing General Partner,
as Attorney-in-Fact
for the General Partner

LIMITED PARTNERS:

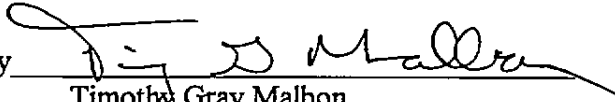
H. Ernest Brown
Mary Erhard
Jennifer B. Estes
Gene A. Estes
W. Frank Hudgins, III
W. R. Malbon, Jr.
Matilda S. Malbon
Paul Malbon
Barbara M. Malbon
Jeffrey M. Malbon

SPECIAL LIMITED PARTNERS:

Thomas M. Malbon

Guy C. Malbon

By



Timothy Gray Malbon,
Managing General Partner,
as Attorney-in-Fact for all
Limited Partners and Special
Limited Partners pursuant to
Section 1.2 of the current
Partnership Agreement

STATE OF FLORIDA

COUNTY ~~City~~ of LEE

The foregoing Amendment was acknowledged before me in the ~~City~~ ^{COUNTY} of
LEE, Florida, this 29th day of DECEMBER, 1997 by Timothy Gray
Malbon, as Managing General Partner of FMB Associates Limited Partnership.


Notary Public

My commission expires: A. ROTHSCHING



COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

COUNTY ~~City~~ of LEE

The foregoing Amendment was acknowledged before me in the ~~City~~ ^{COUNTY} of
LEE, Florida, this 29th day of DECEMBER, 1997, by Timothy Gray
Malbon, Managing General Partner, as Attorney-in-Fact for Malbon Management Services, Inc.,
General Partner.


Notary Public

My commission expires:



PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

COUNTY ~~CITY~~ of LEE

The foregoing Amendment was acknowledged before me in the ^{COUNTY} ~~CITY~~ of LEE, Florida, this 29th day of DECEMBER, 1997, by Timothy Gray Malbon, Managing General Partner of FMB Associates Limited Partnership, as Attorney-in-Fact for all Limited Partners and Special Limited Partners pursuant to Section 1.2 of the current Partnership Agreement.

Patricia A. Rothsching
Notary Public

My commission expires:

0455648.01



PATRICIA A. ROTHSCHING
COMMISSION # CC 417344
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

SCHEDULE A

LIMITED PARTNERS

LIMITED UNITS

H. Ernest Brown
2248 Princess Anne Road
Virginia Beach, VA 23456

1 17/20

Mary M. Erhard
1204 N. Bayshore Road
Virginia Beach, VA 23451

1 2/20

Jennifer B. Estes and
Gene A. Estes
2463 Iron Forge Rd.
Herndon, VA 20171

7/20

W. Frank Hudgins, III
1400 Weaver Lane
Chesapeake, VA 23320

1 14/20

W. R. Malbon, Jr.
500 Susan Constant Drive
Virginia Beach, VA 23451

7

Matilda S. Malbon
500 Susan Constant Drive
Virginia Beach, VA 23451

6 18/20

Paul Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

3

Timothy G. Malbon
7211 Emily Drive
Fort Myers, FL 33908

11/20

Barbara M. Malbon
684 Estero Boulevard
Fort Myers Beach, FL 33931

2

Jeffrey M. Malbon
17771 Broadway Avenue
Fort Myers, FL 33908

11/20

SPECIAL LIMITED PARTNERS

Thomas M. Malbon
3161 Newbridge Road
Virginia Beach, VA 23456

1-1/3

SCHEDULE A (CONTINUED)

Guy C. Malbon
1313 Bruton Lane
Virginia Beach, VA 23451

1-1/3

0455942.01