

KAUFMAN & CANOLES

— | A Professional Corporation | —

Attorneys and Counselors at Law

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757 / 624-3000
fax: 757 / 624-3169
rgoodman@kaufcan.com

December 5, 2000

FEDERAL EXPRESS

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

A21787

MJH

100003490641--1
-12/08/00--01004--011
*****52.50 *****52.50

Re: FMB Associates Limited Partnership
Our Matter No. 40216

Gentlemen:

Enclosed for filing is an original and one copy of Certificate of Amendment to Application for Registration of FMB Associates Limited Partnership, together with our firm's check for \$52.50 payable to the Florida Department of State.

If you have any questions regarding this matter, please call me.

Sincerely,

Robert C. Goodman, Jr.

RCG:cfc
Enclosures

#656005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 PM 3:55

Chesapeake
757 / 547-7177

Hampton
757 / 827-9207

Newport News
757 / 873-6300

Virginia Beach
757 / 491-4000

Williamsburg
757 / 259-3800

**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 Twelfth Amendment of Agreement and Certificate of Limited Partnership of FMB Associates Limited Partnership dated November 6, 2000 reflects an assignment of Special Limited Partnership Units and updated Schedule A. The Twelfth Amendment of Agreement and Certificate of Limited Partnership and Schedule A are attached hereto.

MALBON MOTEL MANAGEMENT, INC., General Partner

By: Timothy Gray Malbon Timothy Gray Malbon, President

(Signature)
(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

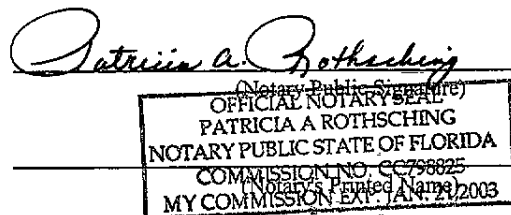
On this 29th day of November, 2000, Timothy Gray Malbon, Managing/ General Partner personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



Seal

My Commission Expires:

00 DEC -8 PM 3:55

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TWELFTH AMENDMENT OF AGREEMENT AND CERTIFICATE OF LIMITED
PARTNERSHIP
OF FMB ASSOCIATES LIMITED PARTNERSHIP
DATED NOVEMBER 6, 2000

THIS TWELFTH AMENDMENT OF AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP is made as of this 6th day of November, 2000, by TIMOTHY GRAY MALBON, Managing General Partner, on behalf of himself, MALBON MOTEL MANAGEMENT, 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. Thomas M. Malbon pursuant to certain Assignment Agreement dated November 6, 2000, has assigned one and one-third (1 1/3) Special Limited Partnership Units to Jean Malbon.
- 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.

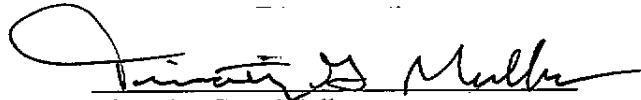
NOW, THEREFORE, the parties hereby certify as follows:

- 1. The parties hereby consent to the transfer of one and one-third (1 1/3) Special Limited Partnership Units from Thomas M. Malbon to Jean Malbon and the admission of Jean Malbon as a limited partner.
- 2. The other limited partnership interests and Special 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.

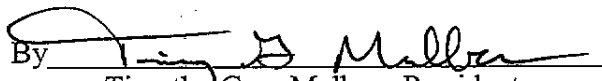
WITNESS the following signatures and seals:

MANAGING GENERAL PARTNER:


Timothy Gray Malbon

GENERAL PARTNER:

MALBON MOTEL MANAGEMENT, INC.

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

LIMITED PARTNERS:

H. Ernest Brown
Mary M. 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:

Jean T. Malbon

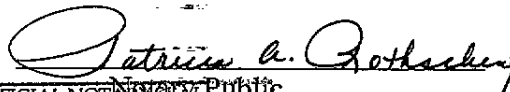
Guy C. Malbon

By 

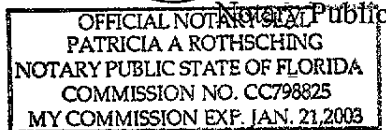
Timothy Gray Malbon,
Managing General Partner,
as Attorney-in-Fact for all
Limited Partners and Special
Limited Partners pursuant to
Section 1.2 of the current
Partnership Agreement

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Twelfth Amendment was acknowledged before me in the County of Lee, Florida, this 29th day of November, 2000 by Timothy Gray Malbon, as Managing General Partner of FMB Associates Limited Partnership.



My commission expires:

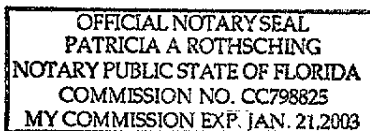


STATE OF FLORIDA
COUNTY OF LEE

The foregoing Twelfth Amendment was acknowledged before me in the County of Lee, Florida, this 29th day of November, 2000, by Timothy Gray Malbon, President and Managing General Partner, as Attorney-in-Fact for Malbon Motel Management, Inc., General Partner.

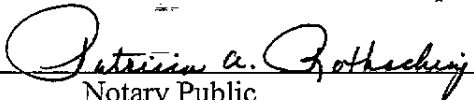

Notary Public

My commission expires:

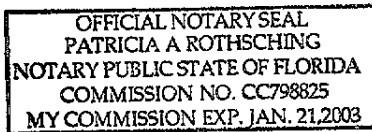


STATE OF FLORIDA
COUNTY OF LEE

The foregoing Twelfth Amendment was acknowledged before me in the County of Lee, Florida, this 29th day of November 2000, 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:



SCHEDULE A

November 6, 2000

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 11/20
17771 Broadway Avenue
Fort Myers, FL 33908

SPECIAL LIMITED PARTNERS

Jean T. Malbon 1-1/3
3161 Newbridge Road
Virginia Beach, VA 23456

Guy C. Malbon 1-1/3
1313 Bruton Lane
Virginia Beach, VA 23451