

A22552

(Requestor's Name)

(Address)

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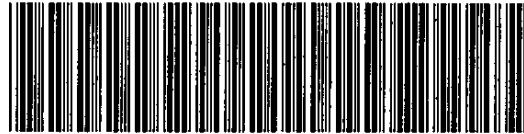
(Business Entity Name)

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J. BRYAN AUG - 3 2006

CAROLYN B. LANDERS and JAMES C. LANDERS, as Co-Trustees of the Marital Trust
Created under Article Third of
The Woodfin M. Landers Living Revocable Trust dated April 28, 1994
6001 Pelican Bay Boulevard, Suite 406
Naples, Florida 34108
770/312-7833

August 1, 2006

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Re: CBL, LTD. ("CBL")
Second Amendment to Certificate
Document # A22552

Dear Sir or Madam:

We have enclosed two **originals** of the Second Amendment to Certificate and Agreement of Limited Partnership of CBL, LTD., a Florida limited partnership, previously recorded under document number A22552. We have also enclosed CBL's check in the amount of \$113.75, in payment of the fees to file CBL's Second Amendment and the fees to receive a certified copy of the Second Amendment and a certificate of status. It is our understanding that you will keep one original, but that you will certify and return the second original to us.

In addition, we have also enclosed CBL 2006 Limited Partnership Annual Report and CBL's check in the amount of \$900 in payment of the fee to file that report. As you will note from the enclosed Second Amendment, Woodfin M. Landers, the husband of Carolyn B. Landers, has died, and the current General Partner of the Partnership is:

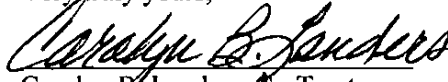
"Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994"

The address of the General Partner continues to be 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108.

Please return the certified original copy of the Second Amendment and the certificate of status to us in the enclosed prepaid, pre-addressed Federal Express envelope provided for your convenience.

If you have any questions in regard to the above, please contact either of us at the above telephone number in order that the filing of the enclosed can be handled as expeditiously as possible.

Very truly yours,


Carolyn B. Landers, Co-Trustee


James C. Landers, Co-Trustee

Enclosures

**SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT
OF
LIMITED PARTNERSHIP OF CBL, LTD.**

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This Second Amendment dated August 1, 2006, ("**Amendment**") to the Certificate and Agreement of Limited Partnership of CBL, LTD., dated May 13, 1986, and First Amendment thereto dated August 8, 1986, previously recorded in the office of the Secretary of State of Florida under document number A22552 ("**Certificate**"), and previously recorded in book 3503, Pages 0960-0983 and Book 3525, Pages 1263-1266 of the office of the Registrar of Deeds of Guilford County, North Carolina, is sworn to and executed and sealed, by all of the General and Limited Partners of CBL, LTD., a Florida limited partnership.

I.

The name of the limited partnership is "CBL, LTD."

II.

The date of filing of the original certificate of limited partnership was May 14, 1986, under document number A22552.

III.

The address of the office and principal place of business of the limited partnership, and the mailing address of the limited partnership, is 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108.

IV.

The name of the agent of the limited partnership for services of process is Carolyn B. Landers and the address of such agent is 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108.

V.

The amendments, changes, actions and other matters related to the Certificate of limited partnership are as follows:

A. The total number of outstanding Units, as of the date of this Amendment, of the CBL, LTD. ("**Partnership**"), a limited partnership organized under the laws of Florida pursuant to the CBL, LTD., Certificate and Agreement of Limited Partner dated May 13, 1986, and subsequently amended ("**Partnership Agreement**"), are and continue to be Four Hundred Fifty (450).

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B. (1) Woodfin M. Landers ("**Decedent**"), as a result of his death, has disassociated from the Partnership as its sole General Partner.

(2) Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994 ("**Marital Trust**"), has been appointed and admitted to the Partnership as its substituted sole General Partner.

(3) The eight (8) Units of the Partnership previously owned by the Decedent as the sole General Partner of the Partnership are owned by the Marital Trust as the sole General Partner of the Partnership. The General Partner interest of a disassociated General Partner which is acquired by a successor or substituted General Partner continues as the interest of a General Partner and is not be converted to an interest of a Limited Partner.

(4) The name, business and residence address, Units and Percentage Interest of the General Partner, as of the date of this Amendment, are as follows:

Name of General Partner: Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994

Address of General Partner: 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108

Units Owned by General Partner: Eight (8)

Percentage Interest of General Partner: 1.7778000%

C. (1) James E. Landers, Jr., as successor Trustee of the James Landers Trust u/a dated August 8, 1986 ("**James Landers Trust**"), as a result of the termination of the James Landers Trust, has disassociated from the Partnership as a Limited Partner.

(2) James C. Landers, individually, has been admitted to the Partnership as a substituted Limited Partner of the Partnership.

(3) The two hundred and twenty-one (221) Units of the Partnership previously owned by the James Landers Trust as a Limited Partner are owned by James C. Landers, individually, as a Limited Partner of the Partnership.

(4) The name, business and residence address, Units and Percentage Interest of this Limited Partner, as of the date of this Amendment, are as follows:

Name of Limited Partner: James C. Landers

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Address of Limited Partner: 167 Hickory Street, Mountain Park, Georgia 30075

Units Owned by Limited Partner: Two Hundred Twenty-One (221)

Percentage Interest of Limited Partner: 49.1111000%

D. (1) James E. Landers, Jr., as successor Trustee of the Lisa Landers Trust u/a dated August 8, 1986 ("**Lisa Landers Trust**"), as a result of the termination of the Lisa Landers Trust, has disassociated from the Partnership as a Limited Partner.

(2) Lisa Landers Clark (formerly known as Lisa Landers), individually, has been admitted to the Partnership as a substituted Limited Partner of the Partnership.

(3) The two hundred twenty-one (221) Units of the Partnership previously owned by the Lisa Landers Trust as Limited Partner are owned by Lisa Landers Clark, individually, as a Limited Partner of the Partnership.

(4) The name, business and residence address, Units and Percentage Interest of this Limited Partner, as of the date of this Amendment, are as follows:

Name of Limited Partner: Lisa Landers Clark

Address of Limited Partner: 30213 N. 48th Street, Cave Creek, Arizona 85331

Units Owned by Limited Partner: Two Hundred Twenty-One (221)

Percentage Interest of Limited Partner: 49.1111000%

E. The latest date upon which the Partnership is to dissolve is December 31, 2015. The term for which the Partnership is to exist is the period that commences on May 13, 1986, and ends on December 31, 2015. All of the General and Limited Partners of the Partnership amended and changed Section 4.1 and Section 10.3 of the Partnership Agreement by deleting the date of December 31, 2005, which appeared in each of such Sections and inserting in its place the date of December 31, 2015. Section 4.1 and Section 10.3 of the Certificate is amended and changed by deleting the date of December 31, 2005, which appears in each of such Sections and inserting in its place the date of December 31, 2015.

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IN WITNESS WHEREOF, the undersigned, being all of the General and Limited Partners of the Partnership, and all of the disassociated General and Limited Partners of the Partnership, have sworn to and executed this Amendment.

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General Partner:

Sworn to and executed this 31 day of July, 2006, by Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner, in the presence of:

James M. Wilder
Witness

STATE OF GEORGIA
COUNTY OF FULTON

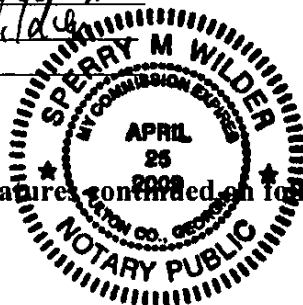
Before me, a Notary Public, the foregoing instrument was acknowledged and executed this 31 day of July, 2006, by Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner, who are personally known to me and who did take oath.

Notary Public:
State of Georgia

Sign Sperry M Wilder
Print Name: Sperry M Wilder
My Commission expires: _____

[Notary Seal]

[Signatures continued on following page]



Limited Partners:

Sworn to and executed this 31 day of
July, 2006, by James C. Landers and
Lisa Landers Clark, Limited Partners, in the
presence of:

William M. Wilder
Witness

James C. Landers
James C. Landers, Limited Partner

Lisa Landers Clark
Lisa Landers Clark, Limited Partner

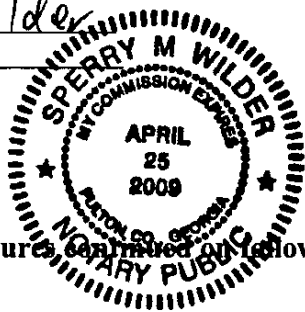
STATE OF GEORGIA
COUNTY OF FULTON

Before me, a Notary Public, the
foregoing instrument was acknowledged and
executed this 31 day of July,
2006, by James C. Landers and Lisa Landers
Clark, Limited Partners, who are personally
known to me and who did take oath.

Notary Public:
State of Georgia

Sign Sperry M Wilder
Print Name Sperry M Wilder
My Commission expires: _____

[Notary Seal]



[Signatures continued on following page]

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Sworn to and executed this 31 day of July, 2006, by Carolyn B. Landers and James C. Landers, as Co-Personal Representatives of the estate of Woodfin M. Landers, disassociated General Partner; and as Co-Trustees of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, disassociated General Partner, in the presence of:

Sperry M Wilder
Witness

STATE OF GEORGIA
COUNTY OF FULTON

Before me, a Notary Public, the foregoing instrument was acknowledged and executed this 31 day of July, 2006, by Carolyn B. Landers and James C. Landers, as Co-Personal Representatives of the estate of Woodfin M. Landers, disassociated General Partner; and as Co-Trustees of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, disassociated General Partner, who are personally known to me and who did take oath.

Notary Public:
State of Georgia

Sign Sperry M Wilder
Print Name: Sperry M Wilder
My Commission expires: _____

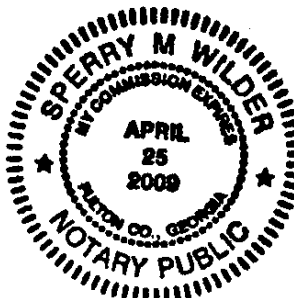
[Notary Seal]

Disassociated General Partners:

Carolyn B. Landers
Carolyn B. Landers, as Co-Personal Representative of the estate of Woodfin M. Landers, disassociated General Partner; and as Co-Trustee of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, disassociated General Partner

James C. Landers
James C. Landers, as Co-Personal Representative of the estate of Woodfin M. Landers, disassociated General Partner; and as Co-Trustee of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, disassociated General Partner

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[Signatures continued on following page]

Sworn to and executed this 25 day of July, 2006, by James E. Landers, Jr., as successor Trustee of the James Landers Trust u/a dated August 8, 1986, disassociated Limited Partner; and as successor Trustee of the Lisa Landers Trust u/a dated August 8, 1986, disassociated Limited Partner, in the presence of:

Portia P. Thornton
Witness

STATE OF NORTH CAROLINA
COUNTY OF FORSYTH

Before me, a Notary Public, the foregoing instrument was acknowledged and executed this 05 day of JULY, 2006, by James E. Landers, Jr., as successor Trustee of the James Landers Trust u/a dated August 8, 1986, disassociated Limited Partner; and as successor Trustee of the Lisa Landers Trust u/a dated August 8, 1986, disassociated Limited Partner, who are personally known to me and who did take oath.

Notary Public:

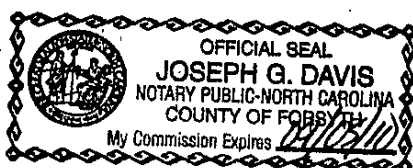
State of North Carolina

Sign

Print Name:

My Commission expires:

[Notary Seal]



Disassociated Limited Partners:

James E. Landers, Jr.
James E. Landers, Jr., as successor Trustee of the James Landers Trust u/a dated August 8, 1986, disassociated Limited Partner;

James E. Landers, Jr.
James E. Landers, Jr., as successor Trustee of the Lisa Landers Trust u/a dated August 8, 1986, disassociated Limited Partner

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