

A23810

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

(904) 354-8000

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WRITER'S DIRECT DIAL:

904-630-5381

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

December 31, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

*\$52.50-ff
CM*

FILED
97 JAN -6 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Documents Regarding Marathon Associates, Ltd., a Florida Limited Partnership in connection with a \$2,500,000 Loan from Bloomfield Acceptance Company, L.L.C.

Dear Sir/Madam:

400002061774--8
-01/17/97--01036--011
*****52.50 *****52.50

Enclosed herewith for filing please find the following original documents and a separate check for the filing fee for each document:

- ~~1. UCC-3 Termination Statement
Check for \$12.00~~
- ~~2. UCC-1 Financing Statement (10 pages attached, 1 debtor)
Check for \$55.00~~
3. Amendment to Certificate of Limited Partnership
Check for \$52.50
4. Amendment to Agreement of Limited Partnership of Marathon Associates, Ltd.

Secretary of State
December 31, 1996
Page 2

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

- Check for \$52.50
5. Amendment to Articles of Incorporation of Southern Property Planners, Inc., a Florida Corporation
Check for \$52.50
6. Amendment to Articles of Incorporation for Empire Park, Inc., a Florida Corporation
Check for \$52.50

Please distribute these checks and documents to the appropriate departments for filing. Upon completion of filing, please forward back to me copies of the filed documents. Thank you for your cooperation in this matter, and if you have any questions or comments regarding any of the foregoing please do not hesitate to give me a call.

Very truly yours,


Alan C. Sheppard, Jr.

ACS/mlj
Enclosures
cc: Jeffrey C. Urban, Esq.

**AMENDMENT TO AGREEMENT
OF LIMITED PARTNERSHIP OF
MARATHON ASSOCIATES, LTD.**

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97 JAN -6 PM 1:05
SECRETARY OF
TALLAHASSEE, FLORIDA

THIS AMENDMENT to the Agreement of Limited Partnership is executed as of this 26th day of December, 19 96, by SOUTHERN PROPERTY PLANNERS, INC. as the managing general partner (the "Managing General Partner") of MARATHON ASSOCIATES, LTD. (the "Partnership"), a Florida limited partnership pursuant to that certain Certificate and Agreement of Limited Partnership (the "Partnership Agreement") dated the 12th day of December, 1986, as amended.

W I T N E S S E T H:

WHEREAS, Section 1.02 of the Partnership Agreement provides that the Managing General Partner may from time to time change the principal place of business of the Partnership provided that notice is given in writing within thirty days to the Associate General Partner and the Limited Partners (as defined therein); and

WHEREAS, Section 11.01 of the Partnership Agreement provides that an amendment shall be recorded when any event occurs which, in the opinion of the Managing General Partner, requires that the Partnership Agreement be amended; and

WHEREAS, Section 11.02 of the Partnership Agreement provides that the Managing General Partner may amend the Partnership Agreement without consent of the Limited Partners (as defined therein) in order to cure any ambiguity, to correct or to supplement any provision of the Partnership Agreement, or to make any other provisions not inconsistent with the provisions of the Partnership Agreement; and

WHEREAS, the Managing General Partner reasonably believes that events have occurred which require that the Partnership Agreement be amended.

THEREFORE IN ACCORDANCE with the foregoing recitals, the Partnership Agreement is hereby amended as follows:

1. The Managing General Partner confirms that the legal description of the Project Land (as defined in the Partnership Agreement) attached hereto as Exhibit "A" is the same legal description of the Project Land attached to the Partnership Agreement as Exhibit "A."

2. The principal place of business of the Partnership shall be Key R.V. Park, 6099 Overseas Highway, Marathon, Florida 33050.

3. The address of the Managing General Partner shall be Southern Property Planners, Inc., 5001 Phillips Highway, Suite 7-B, Jacksonville, Florida 32207.

4. The address of the Associate General Partner shall be Empire Park, Inc., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

5. The Partnership Agreement, except as amended, shall continue in full force and effect in accordance with the terms and conditions therein.

IN WITNESS THEREOF, this Amendment to Agreement of Limited Partnership has been executed as of this 20th day of December, 19 96.

MARATHON ASSOCIATES, LTD.

By: **Southern Property Planners, Inc.,**
Managing General Partner

By: 
A.T. Parsons, Jr., President

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TALLAHASSEE, FLORIDA

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12/6/96 9:37am

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

Legal Description of Project Land

Tract 11, EDMONDS ACREAGE TRACTS, according to the plat thereof as recorded in Plat Book 2, Page 100, of the Public Records of Monroe County, Florida.

A parcel of submerged land southerly of and contiguous with Tract 11 of Edmonds Acreage Tracts in Gov't Lot 1, Section 11, Township 66 South, Range 32 East, Key Vaca, Monroe County, Florida, more particularly described as follows:

Commencing at the intersection of the West line of Gov't Lot 1, Section 11, Township 66 South, Range 32 East, Key Vaca, Monroe County, Florida, and the Southerly R/W line of U. S. Highway No. 1, as existing September 17, 1956; thence South along said West line of Gov't Lot 1, 1940 feet, more or less, to the M.H.W.L. of the Straits of Florida, the POINT OF BEGINNING: thence continue along the extension of said West line Of Gov't Lot 1, 350 feet, more or less, into the waters of the Straits of Florida; thence East, 240.70 feet; thence North 500 feet more or less, to the M.H.W.L. of said Straits of Florida; thence meander said M.H.W L. in a Southerly and Southwesterly direction to the POINT OF BEGINNING.

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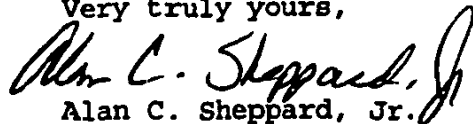
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Very truly yours,


Alan C. Sheppard, Jr.

ACS/mlj
Enclosures
cc: Jeffrey C. Urban, Esq.

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

NAME OF PARTNERSHIP:

Marathon Associates, Ltd.

DATE OF FILING OF CERTIFICATE:

December 16, 1986

AMENDMENTS:

1. The address of the Managing General Partner shall be Southern Property Planners, Inc., 5001 Phillips Highway, Suite 7-B, Jacksonville, Florida 32207.
2. The address of the Associate General Partner shall be Empire Park, Inc., 5001 Phillips Highway, Suite 7-B, Jacksonville, Florida 32207.
3. The entity chosen as Registered Agent for Marathon Associates, Ltd. has changed its name from LeBoeuf, Lamb, Leiby & MacRae, P.A. to LeBoeuf, Lamb, Greene & MacRae, L.L.P. The address of the Registered Agent has not changed.

IN WITNESS WHEREOF, this amendment has been executed by the General Partners of Marathon Associates, Ltd. on this 26th of December, 1986.

MARATHON ASSOCIATES, LTD.

By: Southern Property Planners, Inc.,
Managing General Partner

By: 
A. T. Parsons, Jr., President

By: Empire Park, Inc.,
Associate General Partner

By: 
Karl B. Hanson, Jr., President

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