

**A24356**

**KENNETH F. OSWALD**

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SUITE 110, 600 COURTLAND STREET  
ORLANDO, FLORIDA 32804

TELEPHONE (407) 647-3738  
FAX (407) 647-6283

KFOESQ@aol.com

March 28, 2002

Via US Mail

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Attention: Registration Section  
Post Office Box 6327  
Tallahassee, Florida 32314

700005179557--6  
-04/01/02--01050--019  
\*\*\*\*\*157.50 \*\*\*\*\*52.50

Re: Amendments to Certificates of Limited Partnerships

To Whom It May Concern:

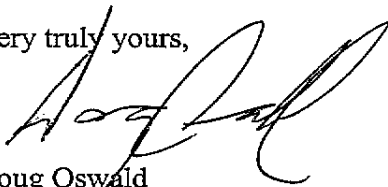
Please find enclosed herewith the following:

1. Third Amendment to Affidavit and Certificate of Limited Partnership of Shiner's Partners, II, Ltd.
2. Fourth Amended Certificate of Limited Partnership of Shiner's Partners, Ltd.
3. Second Amended Certificate and Agreement of Limited Partnership of Shiner's One Stop, Ltd.

Also enclosed if our firm's check in the amount of \$157.50, which is the total of the fees to file the documents listed above, with the State of Florida.

Thank you for your assistance and please call should you have any questions regarding this request.

Very truly yours,



Doug Oswald

Enclosures

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TALLAHASSEE, FLORIDA

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AND  
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**FOURTH AMENDED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF SHINER'S PARTNERS, LTD.**

We, the undersigned, desiring to amend the Certificate of Limited Partnership of Shiner's Partners, Ltd., pursuant to the laws of the State of Florida do hereby certify and swear to the following which shall be and hereby become the Fourth Amended Certificate of Limited Partnership of Shiner's Partners, Ltd.

**WITNESSETH:**

**WHEREAS**, Shiner's, Inc., a Florida corporation, as General Partner and Dallas N. Malloy, Jerry R. Crews and Theodore Burton, IV, as Limited Partners, entered into an Certificate of Limited Partnership of MMBC Partners, Ltd., now known as Shiner's Partners, Ltd., dated April 6<sup>th</sup>, 1987 (the "Partnership"), filed with the Secretary of State of the State of Florida on the 9<sup>th</sup> day of April, 1987; and

**WHEREAS**, the First Amended Certificate of Limited Partnership of MMBC Partners, Ltd., now known as Shiner's Partners, Ltd., changing the name of the Partnership from MMBC Partners, Ltd., to Shiner's Partners, Ltd., was filed with the Secretary of State of the State of Florida on the 19<sup>th</sup> day of June, 1987; and

**WHEREAS**, the Second Amended Certificate of Limited Partnership of Shiner's Partners, Ltd., was filed with the Secretary of State of the State of Florida on the 13<sup>th</sup> of February, 1989; and

**WHEREAS**, the Third Amended Certificate of Limited Partnership of Shiner's Partners, LTD. was filed with the Secretary of State of the State of Florida on the 4<sup>th</sup> day of November, 1992, wherein Dallas N. Malloy sold, transferred and assigned his interest as a Limited Partner in the Partnership to The Malloy Family Trust, dated June 19<sup>th</sup>, 1992; and

**WHEREAS**, Theodore Burton, IV has transferred and assigned fifty (50%) percent of his interest as a Limited Partner in Shiner's Partners, Ltd. to Lisa M. Burton; and

**WHEREAS**, the parties hereto wish to further amend the Certification of Limited Partnership of Shiner's Partners, Ltd. in the manner hereinafter set forth.

**NOW, THEREFORE**, in consideration of the premises hereof and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Addition to Partnership of Substituting Limited Partner. In accordance with the provisions of Article XII of the Affidavit and Certification of Limited Partnership, the General Partner hereby consents to the transfer and assignment of fifty (50%) percent of Theodore

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TALLAHASSEE, FLORIDA

Burton, IV's interest as a Limited Partner in the Partnership to Lisa M. Burton (the "Substituted Limited Partner"). The Substituted Limited Partner hereby joins in and is subject to all of the provisions of the Affidavit and Certificate of Limited Partnership, as amended, including, but not limited to, the power of attorney at Article XV.

2. Conforming Amendments. To conform the Affidavit and Certificate of Limited Partnership to reflect the above transfer, the following Articles shall be amended as follows:

a. Article IV, Section 4.2 shall be deleted in its entirety and the following substituted therefore:

Section 4.2. Limited Partners. The names and addresses of the Limited Partners are:

Jerry R. Crews  
1230 S. Hillcrest  
Orlando, Florida 32803

Theodore Burton, IV  
3185 Ash Park Loop  
Winter Park, Florida 32792

The Malloy Family Trust, dated June 19, 1992  
c/o Dallas N. Malloy, Trustee  
2201 Alaqua Drive  
Longwood, Florida 32779

Lisa M. Burton  
1639 Tiverton Street  
Winter Springs, Florida 32708

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b. Article X, Sections 10.1 A and B shall be deleted in their entirety and the following substituted therefore:

A. Profits. Such profits shall be allocated 1% to the General Partner and the balance to the Limited Partners in the following percentages:

Jerry R. Crews	33%
Theodore Burton, IV	16.5%
Lisa M. Burton	16.5%
The Malloy Family Trust, dated June 19 <sup>th</sup> , 1992	33%

B. Losses. Such losses shall be allocated 1% to the General Partner and the balance to the Limited Partners in the following percentages:

Jerry R. Crews	33%
Theodore Burton, IV	16.5%
Lisa M. Burton	16.5%
The Malloy Family Trust, dated June 19 <sup>th</sup> , 1992	33%

c. Article XI, Section 11 and Section 11.2, shall be deleted in their entirety and the following substituted therefore:

Section 11. Partnership Cash Distributable from Operations. Partnership Cash Distributions from Operations shall be distributed 1% to the General Partner and the balance to the Limited Partners in the following percentages:

Jerry R. Crews	33%
Theodore Burton, IV	16.5%
Lisa M. Burton	16.5%
The Malloy Family Trust, dated June 19 <sup>th</sup> , 1992	33%

Section 11.2. Partnership Cash from Major Capital Transactions. Partnership Cash from Major Capital Transactions shall be allocated 1% to the General Partner and the balance to the Limited Partners in the following percentages:

Jerry R. Crews	33%
Theodore Burton, IV	16.5%
Lisa M. Burton	16.5%
The Malloy Family Trust, dated June 19 <sup>th</sup> , 1992	33%

3. Waiver. To the extent that the Partnership, the General Partner or the Limited Partners have not complied with the provisions of Article XII of the Partnership Agreement, the parties hereby waive all such requirements.


4. Except as modified herein, the Affidavit and Certificate of Limited Partnership of Shiner's Partners, Ltd., as amended, shall be and the same is hereby affirmed as the full agreement of the parties hereto.

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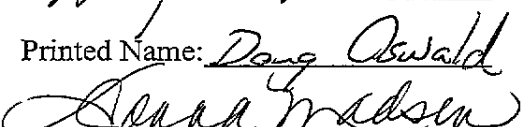
IN WITNESS WHEREOF, the parties have sworn and executed this Fourth Amended Certificate of Limited Partnership Agreement, this 15 day of ~~February~~, 2002.  
March

**"GENERAL PARTNER"**

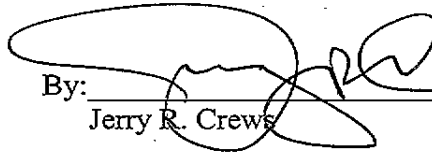
**SHINER'S, INC., a Florida corporation**

By:   
Dallas N. Malloy, President

(Corporate Seal)


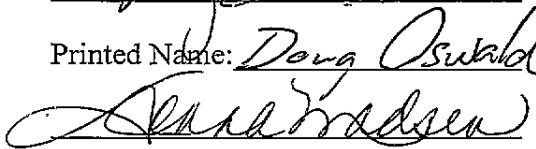
  
Printed Name: Doug Oswald  
  
Printed Name: DONNA MADSEN


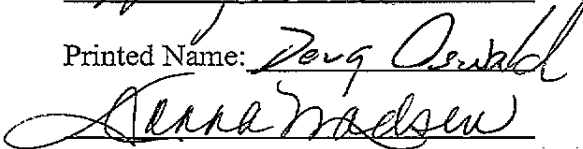
**"LIMITED PARTNERS"**

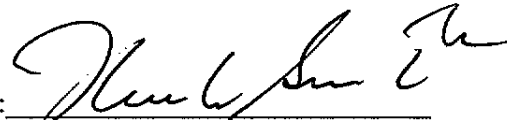
By:   
Jerry R. Crews

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Printed Name: Doug Oswald  
  
Printed Name: DONNA MADSEN

  
Printed Name: Doug Oswald  
  
Printed Name: DONNA MADSEN

By:   
Theodore Burton, IV

[Signature]

Printed Name: Doug Oswald

[Signature]

Printed Name: Donna Madsen

By: [Signature]  
Lisa M. Burton

**THE MALLOY FAMILY TRUST, dated  
June 19<sup>th</sup>, 1992**

[Signature]

Printed Name: Doug Oswald

[Signature]

Printed Name: Donna Madsen

By: [Signature]  
Dallas N. Malloy, Trustee

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED BEFORE ME this 20<sup>th</sup> day of February, 2002, by  
**DALLAS N. MALLOY, President of SHINER'S, INC., a Florida corporation, on behalf of**  
the Corporation, who is personally known to me or has produced  
\_\_\_\_\_ as identification.

DOUG OSWALD  
Notary Public, State of Florida  
My comm. exp Mar 30, 2004  
Comm No CC923739

[Signature]  
Notary Public  
*(Print, type or stamp commissioned name of Notary Public)*

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED BEFORE ME this 14 day of March 2002, by  
**JERRY R. CREWS, a Limited Partner of SHINER'S PARTNERS, LTD., a Florida limited**  
partnership, on behalf of the Partnership, who is personally known to me or has produced  
\_\_\_\_\_ as identification.


DOUG OSWALD  
Notary Public, State of Florida  
My comm. exp Mar 30, 2004  
Comm No CC923739

[Signature]  
Notary Public  
*(Print, type or stamp commissioned name of Notary Public)*

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED BEFORE ME this 22 day of February, 2002, by  
THEODORE BURTON, IV, a Limited Partner of SHINER'S PARTNERS, LTD., a  
Florida limited partnership, on behalf of the Partnership, who is personally known to me or  
has produced \_\_\_\_\_ as identification.


DOUG OSWALD  
Notary Public, State of Florida  
My comm. exp Mar 30, 2004  
Comm No CC923739

  
\_\_\_\_\_  
Notary Public  
*(Print, type or stamp commissioned name of Notary Public)*

STATE OF FLORIDA  
COUNTY OF Orange

SWORN TO AND SUBSCRIBED BEFORE ME this 15 day of <sup>March</sup> ~~February~~, 2002, by  
LISA M. BURTON, a Limited Partner of SHINER'S PARTNERS, LTD., a Florida limited  
partnership, on behalf of the Partnership, who is personally known to me or has produced  
\_\_\_\_\_ as identification.

DOUG OSWALD  
Notary Public, State of Florida  
My comm. exp Mar 30, 2004  
Comm No CC923739

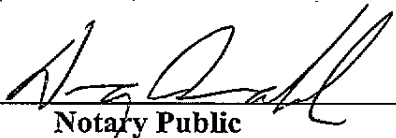
  
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Notary Public  
*(Print, type or stamp commissioned name of Notary Public)*

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STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED BEFORE ME this 20th day of February, 2002, by  
DALLAS N. MALLOY, TRUSTEE of the MALLOY FAMILY TRUST, dated June 19<sup>th</sup>,  
1992, a Limited Partner of SHINER'S PARTNERS, LTD., a Florida limited partnership,  
on behalf of the Partnership, who is personally known to me or has produced  
\_\_\_\_\_ as identification.

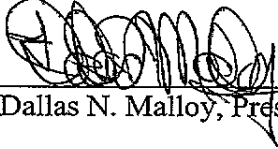
DOUG OSWALD  
Notary Public, State of Florida  
My comm. exp Mar 30, 2004  
Comm No CC923739


  
\_\_\_\_\_  
Notary Public  
*(Print, type or stamp commissioned name of Notary Public)*


CONSENT

The undersigned General Partner of Shiner's Partners, Ltd., a Florida limited partnership, hereby consents to Theodore Burton, IV transferring and assigning fifty (50%) percent of his interest as a Limited Partner in the Partnership to Lisa M. Burton.

SHINER'S, INC., a Florida corporation

By:   
Dallas N. Malloy, President

  
Printed Name: Doug Oswald

  
Printed Name: Donna Madsen

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