

A25540

MICHAEL WM MEAD

Attorney at Law

December 12, 1997

Florida Secretary of State
ATTN: PARTNERSHIP - AMENDMENT
Post Office Box 6327
Tallahassee, FL 32314

POST OFFICE DRAWER 1329
24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
TELEPHONE (850) 243-3135
FAX No. (850) 244-4849

RE: AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
99 Racetrack Road Tower, Ltd., a Florida Limited Partnership

700002372227--8
-12/15/97-01074-025
*****96.25 *****96.25

Ladies and Gentlemen:

Enclosed please find the original and one copy of an Amendment to the above limited partnership. My check of \$96.25 is enclosed to cover:

\$35.00	filing of the amendment
\$52.50	certified copy
\$ 8.75	certificate of good standing
\$96.25	TOTAL ENCLOSED

Please return the certified copy and certificate directly to my office at your earliest convenience. Should you have any questions concerning the attached, please feel free to contact me.

Sincerely,

MICHAEL WM MEAD
MWM/bjg

Name	Availability
Document	Enclosures as stated
Examiner	DCC
Updater	AGRI Scott 99, Secy/State
Verifier	#6292bjg
acknowledgement	DCC
W. P. Verifier	DCC

700002372227--814
-01/12/98-01006--004
*****17.50 *****17.50

C. TAX
FILING 17.50
R. AGENCY FEE
C. AGENCY
T. AGENCY
N. AGENCY
DUPLICATE DUE
REFUND

(Corrapamnd)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

MICHAEL WM MEAD
P.O. BOX 1329
FORT WALTON BEACH, FL 32549-1329

SUBJECT: 99 RACETRACK ROAD TOWER, LTD.
Ref. Number: A25540

We have received your document for 99 RACETRACK ROAD TOWER, LTD. and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

The total filing fee for this limited partnership is \$113.75. The breakdown is \$52.50 filing fee, \$52.50 certified copy and \$8.75 for the certificate of good standing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 897A00059950

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

99 RACETRACK ROAD TOWER, LTD.

FILED
97 DEC 30 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend the Certificate of Limited Partnership of 99 RACETRACK ROAD TOWER, LTD., pursuant to the laws of the State of Florida, hereby certify as follows:

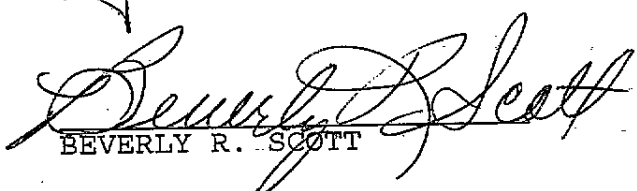
(1) Exhibit A, referred to in Articles IV, VI and IX of the Certificate of Limited Partnership is hereby amended to read as shown on Exhibit "A" attached to this Amendment to Certificate of Limited Partnership, and made a part hereof.

(2) The Certificate of Limited Partnership of 99 RACETRACK ROAD TOWER, LTD. remains in all other respects unamended. The original Certificate of Limited Partnership was filed with the Secretary of State on December 2, 1987.

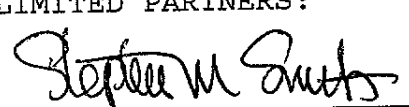
EXECUTED this 20th day of October, 1997.


GENERAL PARTNERS:


JOHN LAWRENCE SCOTT, JR.


BEVERLY R. SCOTT

LIMITED PARTNERS:


STEPHEN M. SMITH,
as Trustee of the
Stephen M. Smith, M.D.
Chartered Employees Profit
Sharing Plan


JAMES W. DERUITER,
as Trustee of for
MediGyne Associates
~~Chartered Money Purchase~~
~~Plan, dated 03-15-96~~
Chartered Profit Sharing Trust
dated 10-15-97.



SUSAN R. HADDOCK
My Comm Exp. 6/20/00
Bonded By Service Ins
No. CC564383

Personally Known [] Other I. D.



Barbara J. Walker
Notary Public, State of Florida
Commission No. CC 457984
My Commission Expires 05/09/99

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.



SUSAN R. HADDOCK
My Comm Exp. 6/20/00
Bonded By Service Ins
No. CC564383

Personally Known [] Other I. D.



JOAN M. HEISLER
Commission # 1119423
Notary Public - California
Orange County
My Comm. Expires Dec 8, 2000



JOAN M. HEISLER
Commission # 1119423
Notary Public - California
Orange County
My Comm. Expires Dec 8, 2000

STATE OF FLORIDA

COUNTY OF Okaloosa

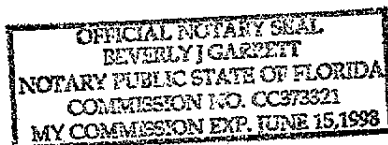
The foregoing instrument was acknowledged before me this 20th day of October, 1997 by

JOHN LAWRENCE SCOTT, JR.

OR

(X) Personally known to me.

() Produced _____ as identification.



Notary Public
My Commission Expires:

Everett S. Havard
EVERETT S. HAVARD

Gerard H. Hilbert
GERARD H. HILBERT

Charles Fenner McConnell
CHARLES FENNER MCCONNELL, M.D.

Albert V. Drlicka
ALBERT V. DRLICKA

Caryl H. Hyland
CARYL H. HYLAND,
as Trustee of the Drlicka
and Hyland, P.A. Pension Plan
Account for the benefit of
A.V. Drlicka

Scott Fischer
SCOTT AARON W. FISCHER

Roxanne Fischer
ROXANNE FISCHER

FILED

DEC 30 PM 1997

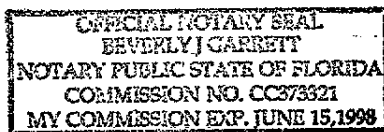
STATE OF FLORIDA

COUNTY OF Okaloosa

20th The foregoing instrument was acknowledged before me this
day of October, 1997 by

BEVERLY R. SCOTT

OR ☒ Personally known to me.
☐ Produced _____ as identification.



Beverly J. Garrett
Notary Public
My Commission Expires:

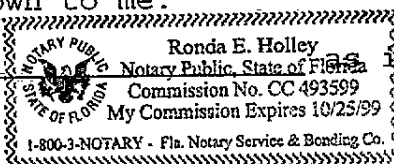
STATE OF FLORIDA

COUNTY OF Bay

13 The foregoing instrument was acknowledged before me this
day of May, 1997 by

STEPHEN M. SMITH, as Trustee of
the Stephen M. Smith, M.D. Chartered
Employees Profit Sharing Plan, on behalf of said plan.

OR ☒ Personally known to me.
☐ Produced _____ as identification.



Ronda E. Holley
Notary Public Ronda E. Holley
My Commission Expires: 10/25/99

STATE OF FLORIDA

COUNTY OF BAY

12 The foregoing instrument was acknowledged before me this
day of May, 1997 by W

JAMES W. DeRUITER, as Trustee of- for

MediGyne Associates, Chartered
~~Money Purchase Plan dated 03-15-96~~, on behalf of said plan.
Profit Sharing Trust dated 10-15-97,

(X) Personally known to me.
OR
() Produced _____ as identification.



BARBARA A. JACKSON
My Commission CC557338
Expires May 23, 2000

Notary Public
My Commission Expires: 5-23-2000

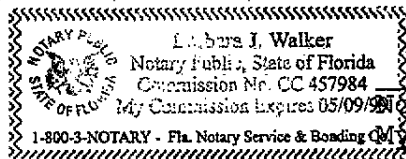
STATE OF FLORIDA

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this
16th day of May, 1997 by

GERARD H. HILBERT

(X) Personally known to me.
OR
() Produced _____ as identification.



Barbara J. Walker
Notary Public, State of Florida
Commission No. CC 457984
My Commission Expires 05/09/99
Notary Public
Commission Expires: 05-09-99

STATE OF FLORIDA

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this
19th day of May, 1997 by

CHARLES FENNER McCONNELL, M.D.

(X) Personally known to me.
OR
() Produced _____ as identification.



SUSAN R. HADDOCK
My Comm Exp. 6/20/00
Bonded By Service Ins
No. CC564383
[] Personally Known [] Other I.D.

Susan R. Haddock
Notary Public
My Commission Expires: 6/20/2000

STATE OF FLORIDA

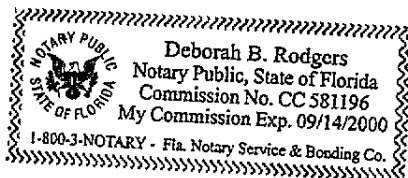
COUNTY OF Escambia

19 The foregoing instrument was acknowledged before me this day of Sept, 1997 by

ALBERT V. DRLICKA

OR ☒ Personally known to me.

☐ Produced _____ as identification.



Deborah B. Rodgers
Notary Public
My Commission Expires: 9-14-2000

STATE OF FLORIDA

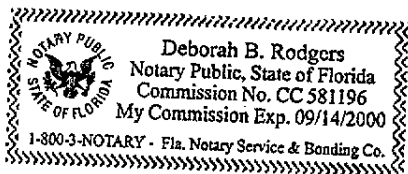
COUNTY OF Escambia

19 The foregoing instrument was acknowledged before me this day of Sept, 1997 by

CARYL H. HYLAND, as Trustee of
The Drlicka and Hyland, P.A. Pension Plan Account
for the benefit of A.V. Drlicka,
on behalf of said plain

OR ☒ Personally known to me.

☐ Produced _____ as identification.



Deborah B. Rodgers
Notary Public
My Commission Expires: 9-14-2000

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me this day of _____, 1997 by

SCOTT AARON W. FISCHER

OR (____) Personally known to me.
 (____) Produced _____ as identification.

Notary Public
My Commission Expires:

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me this
_____ day of _____, 1997 by

ROXANNE FISCHER

OR (____) Personally known to me.
 (____) Produced _____ as identification.

Notary Public
My Commission Expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Orange
On May 7, 1997 before me, Joan M. Heisler
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Scott and Roxanne Fischer
Name(s) of Signer(s)

- ☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Joan M. Heisler
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Amendment to Certificate of Limited Partnership
Document Date: 5-7-97 Number of Pages: 12

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

STATE OF FLORIDA

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this
15th day of May, 1997 by

EVERETT S. HAVARD

OR (X) Personally known to me.
() Produced _____ as identification.

Susan R. Haddock
Notary Public
My Commission Expires: 6/20/2000



SUSAN R. HADDOCK
My Comm Exp. 6/20/00
Bonded By Service Ins
No. CC564383

X Personally Known [] Other I.D.

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97 DEC 30 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

PERCENTAGE SHARES OF PARTNERS

The partners shall divide the Net Cash Flow, Profits and Losses, Special Allocations and Liquidation proceeds according to the following Percentage Shares:

1. Net Cash Flow. The General Partners and Limited Partners shall divided the Net Cash Flow, as defined in Paragraph 7.6 according to the following percentages:

(a) General Partners.

<u>Name and Address</u>	<u>Percentage Share of Net Cash Flow</u>
John Lawrence Scott, Jr. P.O. Box 1018 Fort Walton Beach, FL 32549	10%
Beverly R. Scott P.O. Box 1018 Fort Walton Beach, FL 32549	10% 20%

(b) Limited Partners.

Stephen M. Smith, as Trustee of the Stephen M. Smith, M.D. Chartered Employees Profit Sharing Plan 70 Doctors Drive Panama City, FL 32405	17.7778%
James W. DeRuiter, as Trustee of MediGyne for MediGyne Associates Chartered Profit Sharing Trust Money Purchase Plan dated 10-15-97 dated 03-15-96 2202 State Avenue, Suite 311 Panama City, FL 32401	17.7778%

Everett S. Havard 4720 Abercrombie Drive Pensacola, FL 32504	4.4446%
--------------------------------------------------------------------	---------

Gerard H. Hilbert
735 Tanglewood Drive 4.4446%
Pensacola, FL 32503

Charles Fenner McConnell, M.D. 8.8889%
103 Beach Drive
Pensacola Beach, FL 32561

Albert V. Drlicka and
Caryl H. Hyland, as
Trustees of the Drlicka and
Hyland, P.A. Pension Plan
Account for the benefit of
A.V. Drlicka 8.8889%
29 Hillbrook Way
Pensacola, FL 32503

Scott Aaron W. Fischer
and Roxanne Fischer,
husband and wife 17.7778%
216 Via Eboli
Newport Beach, CA 92663

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

80%

100%

2. Depreciation Allocations. The depreciation claimed by the Partnership on Partnership Property shall be allocated to the General Partners and Limited Partners according to the following percentages:

(a) General Partners.

<u>Name of General Partners:</u>	<u>Percentage Share of Depreciation</u>
John Lawrence Scott, Jr.	10%
Beverly R. Scott	10% 20%

(b) Limited Partners.

Name of Limited Partners:

Stephen M. Smith,
as Trustee of the
Stephen M. Smith, M.D.
Chartered Employees Profit
Sharing Plan 17.7778%

James W. DeRuiter, ^{mm}
as Trustee of ~~MediCyne~~ for MediCyne
Associates Chartered
~~Money Purchase Plan~~ Profit Sharing Trust
~~dated 03/15/96~~ dated 10-15-97 17.7778%

Everett S. Havard 4.446%

Gerard H. Hilbert 4.446%

Charles Fenner McConnell, M.D. 8.8889%

Albert V. Drlicka and
Caryl H. Hyland, as
Trustees of the Drlicka and
Hyland, P.A. Pension Plan
Account for the benefit of
A.V. Drlicka 8.8889%

Scott Aaron W. Fischer
and Roxanne Fischer,
husband and wife $\frac{17.7778\%}{100\%}$ 80%

3. Profits and Losses. The General Partners and Limited Partners shall divide all other Profits and Losses of the Partnership according to the following percentages:

<u>Name of General Partners:</u>	<u>Percentage Share of Profits and Losses</u>
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John Lawrence Scott, Jr.	10%
--------------------------	-----

Beverly R. Scott	10% 20%
------------------	---------

(b) Limited Partners.

Name of Limited Partners:

Stephen M. Smith,
as Trustee of the
Stephen M. Smith, M.D.
Chartered Employees Profit
Sharing Plan 17.7778%

James W. DeRuiter, ^{mm}
as Trustee of ~~MediCyne~~ for MediCyne

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SECOND JUDGE STATE
TALLAHASSEE FLORIDA

Associates Chartered
~~Money Purchase Plan~~ Profit Sharing Trust
~~dated 03/15/96~~ dated 10-15-97 17.7778%

Everett S. Havard 4.446%

Gerard H. Hilbert 4.446%

Charles Fenner McConnell, M.D. 8.8889%

Albert V. Drlicka and
 Caryl H. Hyland, as
 Trustees of the Drlicka and
 Hyland, P.A. Pension Plan
 Account for the benefit of
 A.V. Drlicka 8.8889%

Scott Aaron W. Fischer
 and Roxanne Fischer,
 husband and wife 17.7778% 80%
 100%

4. Division of Partnership Assets upon Liquidation. Upon liquidation of the Partnership, the Limited Partners shall first receive a distribution of their original Capital Contribution to the Partnership, less any net cash flow received by them during the term of the Partnership above the net profits of the Partnership, and the balance, if any, shall be divided among the General Partners and Limited Partners, all according to the following percentages:

(a) Distribution of Original Capital Contributions.
 The Limited Partners have contributed to the Partnership the following cash amounts to the Partnership:

Name of Limited Partner: Cash Contribution

Stephen M. Smith,
 as Trustee of the
 Stephen M. Smith, M.D.
 Chartered Employees Profit
 Sharing Plan \$100,000.00

James W. DeRuiter,
 as Trustee of MediCyne for MediCyne
 Associates, Chartered
~~Money Purchase Plan~~ Profit Sharing Trust
~~dated 03/15/96~~ dated 10-15-97 \$100,000.00

Everett S. Havard \$ 25,000.00

Gerard H. Hilbert \$ 25,000.00

Charles Fenner McConnell, M.D. \$ 50,000.00

Albert V. Drlicka and
Caryl H. Hyland, as
Trustees of the Drlicka and
Hyland, P.A. Pension Plan
Account for the benefit of
A.V. Drlicka \$50,000.00

Scott Aaron W. Fischer
and Roxanne Fischer,
husband and wife \$100,000.00

\$450,000.00

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SECRETARY OF STATE
TOLSON

Upon liquidation of the Partnership, the Limited Partners shall first receive their above cash Contributions, less any net cash flow received by them above the net income from the Partnership. If the distributable assets are less than the remaining cash contributions of the Limited Partners, the Limited Partners shall receive a pro-rata distribution of any such distributable assets.

(b) To the extent the distributable assets of the Partnership exceed the amounts described above in paragraph (a) required to be distributed to the Limited Partners, such excess shall be divided among the General Partners and Limited Partners according to the following percentages:

(a) General Partners.

<u>Name of General Partners:</u>	<u>Percentage Share of Distribution</u>
John Lawrence Scott, Jr.	10%
Beverly R. Scott	<u>10%</u> 20%

(b) Limited Partners.

Stephen M. Smith,
as Trustee of the
Stephen M. Smith, M.D.
Chartered Employees Profit
Sharing Plan 17.7778%

James W. DeRuiter,
as Trustee ~~of MediGyne~~ for MediGyne
Associates Chartered
m ~~Money Purchase Plan~~ Profit Sharing Trust
~~dated 03/15/96~~ dated 10-15-97 17.7778%

Everett S. Havard 4.446%

Gerard H. Hilbert 4.446%

Charles Fenner McConnell, M.D. 8.8889%

Albert V. Drlicka and
Caryl H. Hyland, as
Trustees of the Drlicka and
Hyland, P.A. Pension Plan
Account for the benefit of
A.V. Drlicka 8.8889%

Scott Aaron W. Fischer
and Roxanne Fischer,
husband and wife 17.7778%

80%
100%

FILED
97 DEC 30 PM 3:20
TALLAHASSEE, FLORIDA