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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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December 18, 1996

Secretary of State  
Division of Corporations  
Partnership Section  
409 E. Gaines Street  
Tallahassee, FL 32399

700002034057-  
-12/19/96--01077--00  
\*\*\*\*\*52.50 \*\*\*\*\*52.

RE: Mobile Bay Ferry of Pensacola, Ltd.

To whom it may concern:

Enclosed please find one original and one copy of the "Certificate of Third Amendment to Partnership Agreement for Mobile Bay Ferry of Pensacola, Ltd." to be filed with the Secretary of State, Division of Corporations.

A check for \$52.50 has also been enclosed for the filing fee. If you have any questions or require additional information, please feel free to contact me at (904) 434-7345.

Sincerely,

*Rose Stevens*

Rose Stevens  
Operations Manager

von bergen, ltd / mobile bay ferry

400 West Romana Street • Pensacola, FL 32501 • 904-434-7345 • 904-433-5368 Fax

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KWM

**CERTIFICATE OF THIRD AMENDMENT TO PARTNERSHIP AGREEMENT**

**MOBILE BAY FERRY OF PENSACOLA, LTD.**

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WHEREAS, MOBILE BAY FERRY OF PENSACOLA, LTD., a Florida Limited Partnership, was formed pursuant to a Partnership Agreement, dated September 15, 1988, and the Certificate of Limited Partnership was filed with the Florida Department of State on September 15, 1988;

WHEREAS, the Partnership Agreement was amended by Certificate of First Amendment to Partnership Agreement, dated January 31, 1989 and the Certificate of Second Amendment to Partnership Agreement, dated April 30, 1990 both filed with the Secretary of State on August 3, 1989 and December 3, 1990 respectfully.

WHEREAS, the Limited Partners, CARTER B. QUINA, TIMOTHY N. MCINNIS, JOHN M. MCINNIS and SINGLETON INVESTMENTS, INC. Consent to and Approve the transfer pro-rata allocation of all partners of the depreciation beginning on January 1, 1996 and for the remainder of the partnership, in compliance with Paragraph 9 of the Partnership Agreement;

WHEREAS, the Limited Partners, CARTER B. QUINA, TIMOTHY N. MCINNIS, JOHN M. MCINNIS and SINGLETON INVESTMENTS, INC. Consent, Approve, Waive and Relinquish any and all other requirements and conditions imposed by applicable law or the Partnership Agreement with respect to the due and proper transfer of said interest as aforesaid.

WHEREAS, the existing general partner and limited partners wish to amend the Partnership Agreement so as to reflect this change.

NOW, THEREFORE, in consideration of the premises, the Partnership Agreement is

amended as follows:

- A. Paragraph 11.1a(ii) of the Partnership Agreement, dated September 15, 1988, is hereby amended by deleting said Paragraph 11.1a(ii) in its entirety and substituting therefor the following:

“(ii) All depreciation, cost recovery, or amortization deductions allowable to the Partnership shall be allocated to all partners, pro-rata, in accordance with and in proportion to the ratio which each Partner’s percentage interest in the Partnership bears to the total percentage interest of all Partners in the Partnership.

- B. Except as herein amended, all of the terms and provisions of the Partnership Agreement, dated September 15, 1988, as amended, are hereby ratified and affirmed and all parties hereto agree that they are bound by said Partnership Agreement, as amended, whether or not they executed the same in the first instance.


IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals, IN  
DUPLICATE, effective this the 19<sup>th</sup> day of December, 1996.

VON BERGEN, LTD., a Pennsylvania  
Corporation, General Partner

By: 

EDWARD VON BERGEN  
Its President

  
CARTER B. QUINA  
Limited Partner



TIMOTHY N. MCINNIS  
Limited Partner



JOHN M. MCINNIS  
Limited Partner

SINGLETON INVESTMENTS, INC.  
Limited Partner

By: 

KELLY W. SINGLETON  
Its President