

A29417



**Schafer,  
Mitchell &  
Sheridan, P.A.**

CERTIFIED PUBLIC ACCOUNTANTS

Michael R. Schafer, CPA  
Joseph P. Mitchell, CPA  
Stephen J. Sheridan, CPA

January 6, 1998

Division of Corporations  
Attention: Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Mahaffey Family Partnership, Ltd  
EIN: 59-2995931  
Document #: A29417  
Limited Partnership Annual Report

20000239642--2  
-01/14/98--01048--007  
\*\*\*\*208.75 \*\*\*\*\*52.50

Dear Sirs:

Please find enclosed the 1998 Limited Partnership Annual Report for the Mahaffey Family Limited Partnership, along with a check in the amount of \$208.75, reflecting the annual fee of \$156.25 and a filing fee of \$52.50 to amend the certificate of limited partnership to reflect a new general partner.

This report is being filed by Marilyn Mahaffey Grimm, the successor general partner to Thomas Olin Mahaffey who passed away on September 8, 1997. Attached to this letter is a copy of the first amendment to the Mahaffey Family Partnership, Ltd. executed June 9, 1994 in which Ms. Mahaffey was appointed successor general partner upon the death of Thomas Olin Mahaffey. We respectfully request that your records be updated to reflect Ms. Mahaffey as the general partner of the partnership.

The partnership also respectfully requests that the late filing penalty be abated for this report, given the death of the general partner.

If you have any questions, or need any additional information, please call me at (407) 839-3330

Very Truly Yours,

Steve Sheridan  
Steve Sheridan  
Schafer, Mitchell & Sheridan PA

Acknowledgement

W. P. Verifier

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 9:55



Michael R. Schafer, CPA  
Joseph P. Mitchell, CPA  
Stephen J. Sheridan, CPA

March 8, 1998

Ms. Diane Cushing, Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Mahaffey Family Partnership, Ltd.  
Ref. Number A29417

Dear Ms. Cushing:

This letter is in response to your correspondence to the taxpayer dated January 15, 1998 in which you requested an original signature on the amendment filed by the partnership with its 1998 Annual Report (see copy of letter attached).

Enclosed is a partnership amendment executed by Marilyn Grimm, the sole general partner of Mahaffey Family Partnership Ltd. identifying her as the sole general partner of the partnership after the death of her father, Mr. T.O. Mahaffey Sr. in September, 1997.

I apologize for the error in not submitting an original amendment with the annual report. Please call me if you have any questions or need any information to correct this report.

Very Truly Yours,

Steve Sheridan  
Schafer, Mitchell & Sheridan PA

ENC

cc: Ms. Marilyn Grimm  
Mr. Kurt E. Grosman, Grosman and Hock P.A.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 15, 1998

STEVE SHERIDAN  
SCHAFFER MITCHELL & SHERIDAN, P.A.  
200 EAST ROBINSON STREET, SUITE 700  
ORLANDO, FL 32801-3113

SUBJECT: MAHAFFEY FAMILY PARTNERSHIP, LTD.  
Ref. Number: A29417

We have received your document for MAHAFFEY FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$208.75. However, the document has not been filed and is being retained in this office for the following:

We must have original signatures on the amendment. We can not file the annual report until the amendment is filed.

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: 698A00002394

Certificate of Amendment  
To  
Certificate of Limited Partnership  
Of  
Mahaffey Family Partnership, Ltd.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 9:55

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Department of State on December 27, 1989 adopts the following certificate of amendment to its certificate of limited partnership:

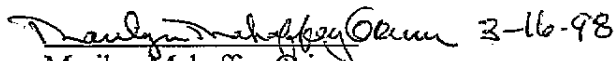
First: Amendment

Pursuant to Article 9.7 of the Partnership Agreement, Marilyn Mahaffey Grimm is the sole general partner of the partnership following the death of her father, Mr. T.O. Mahaffey Sr. in September, 1997 (see copy attached).

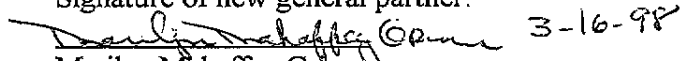
Second: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

Third: Signature

Signature of current general partner:

 3-16-98  
Marilyn Mahaffey Grimm

Signature of new general partner:

 3-16-98  
Marilyn Mahaffey Grimm

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 23 AM 9:55

FIRST AMENDMENT TO  
MAHAFFEY FAMILY PARTNERSHIP, LTD.  
AGREEMENT OF LIMITED PARTNERSHIP

THIS IS THE FIRST AMENDMENT ("FIRST AMENDMENT") OF THE MAHAFFEY FAMILY PARTNERSHIP, LTD. PARTNERSHIP AGREEMENT dated the 27th day of December, 1989 ("PARTNERSHIP AGREEMENT"), and is executed by THOMAS O. MAHAFFEY, SR. ("General Partner") this 9th day of June, 1994.

WITNESSETH:

WHEREAS, the General Partner desires to amend the PARTNERSHIP AGREEMENT pursuant to Article 13.1(b)(ii) of the PARTNERSHIP AGREEMENT.

NOW, THEREFORE, in consideration of the General Partner's authority to amend the PARTNERSHIP AGREEMENT pursuant to Article 13.1(b)(ii) thereof, the PARTNERSHIP AGREEMENT is hereby amended as follows:

1. Article 9.7 of the PARTNERSHIP AGREEMENT. Article 9.7 of the PARTNERSHIP AGREEMENT is hereby amended and restated in its entirety pursuant to Article 13.1(b)(ii), as follows:

"9.7 Continuation of Partnership; Successor General Partner. In the event of the General Partner's death, incapacity, insanity, removal, withdrawal, or incompetency or adjudication of bankruptcy, MARILYN MAHAFFEY GRIMM shall be the Successor General Partner. In the event of the death, incapacity, insanity, removal, withdrawal, or incompetency or adjudication of bankruptcy of MARILYN MAHAFFEY GRIMM as the Successor General Partner, then KRISTEN LEE GRIMM shall be the Successor General Partner. The Successor General Partner shall have all of the rights and powers and obligations and responsibilities of the initial General Partner as provided in this Agreement. In the event both of the Successor General Partners named herein fail to so serve, then the Limited Partners shall have the right to continue the Partnership as provided in Section 11.1 hereof, subject to the provisions of Section 11.9 hereof, and in such case such event shall not terminate the Partnership."

2. PARTNERSHIP AGREEMENT SHALL REMAIN IN FULL FORCE AND EFFECT. Except as otherwise amended hereby, the PARTNERSHIP AGREEMENT shall remain in full force and effect as presently written, and the rights, duties, liabilities and obligations of the parties thereto, as presently constituted, will continue in full force and effect.

IN WITNESS WHEREOF, the General Partner has duly executed this FIRST AMENDMENT this 9th day of June, 1994.

WITNESSES:

GENERAL PARTNER:

Janet A. Pease  
[Signature]

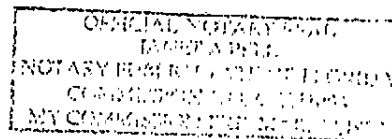
Thomas O. Mahaffey, Sr.  
 Thomas O Mahaffey, Sr.,  
 General Partner

STATE OF FLORIDA  
 COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this date personally appeared THOMAS O. MAHAFFEY, SR., to me known and known to me to be the person described in and who executed the foregoing instrument as General Partner and he acknowledged before me that he executed same for the use and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this 9th day of June, 1994.

Janet A. Pease  
 Notary Public  
 My Commission Expires:



CPMAHAFFEY.AMD