

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32302  
(850) 222-1880 • 1-800-421-0999 • Fax (850) 222-1222

**A94000001296**

*Rivertree Landings Associates,  
Ltd.*

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-01/12/01--01056--021  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

- Art of Inc. File
- LTD Partnership File *Amend.*
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED  
01 JAN 12 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JAN 12 PM 11:44  
DIVISION OF REGISTRATION

Signature

*[Handwritten Signature]*

Requested by:

Name

*WC* *1/12* *10:00*

Date

Time

Walk-In

Will Pick Up

**AMENDMENT TO  
LIMITED PARTNERSHIP AGREEMENT OF  
RIVERTREE LANDINGS ASSOCIATES, LTD.**

**FILED**  
01 JUN 12 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Amendment ("Fourth Amendment") is entered into among Demetree Dean Road, Inc. ("DDR") 3848 Edgewater Drive, Orlando, Florida 32804, and RIVERTREE LANDING ASSOCIATES, LLC ("New GP") 3848 Edgewater Drive, Orlando, Florida 32804.

**RECITALS**

L01000000491

WHEREAS DDR is currently the sole limited partner of Rivertree Landings Associates, Ltd. pursuant to the Agreement; and

WHEREAS, FRANCHISE VENTURES.COM INC. ("FVCI") was the sole General Partner of Rivertree Landings Associates, Ltd. a Florida Limited Partnership.

WHEREAS, pursuant to the Limited partnership Agreement of Rivertree Landings Associates, Ltd., dated December 14, 1994, and as amended January 1, 1996, July 20, 2000, and October 4, 2000 (the "Agreement"), DDR removed FVCI as the sole general partner.

WHEREAS DDR pursuant to Paragraph 16.02(c) of the Agreement desires to reflect on the public records the removal of FVCI as the general partner;

WHEREAS New GP and DDR desire to amend the Agreement to replace FVCI on the public records as general partner, with New GP as the substituted and successor General Partner; and

WHEREAS, New GP desires to become the substituted and successor General Partner and agrees to be bound by the terms of the Agreement,

WHEREAS, it is in the best interests of the Partnership for DDR to amend the Agreement to Limited Partnership to provide for the foregoing arrangements.

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

1. Recitals:
  - 1.01 The recitals and representations set forth above are true and correct.
2. New General Partner:
  - 2.01 The introductory paragraph is amended to reflect that New GP is the general partner of the Partnership.

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- 2.02 Section 1.04 and subsection 10.01(d) is amended to reflect that New GP is the general partner.
- 2.03 The new address of the Partnership is 3348 Edgewater Drive, Orlando, Florida 32804 (the "New Address").
- 2.04 The New Address is substituted for the address set forth in section 11.01 and for the New GP address set forth in section 1.04.
- 2.05 FVCI has been removed as general partner and is not entitled to any benefits that it would have earned or received as general partner and has no further interest in the partnership's assets, profits, losses and cash distributions, including without limitation any rights, as a former general partner, under Articles V and VI of the Partnership Agreement unless a Court of competent jurisdiction rules otherwise per paragraph 16.02(c).
- 2.06 New GP shall have the rights, authority and duties of a general partner as set forth in Article VII of the Partnership Agreement.
- 2.07 New GP shall be entitled to any compensation rights set forth in Article X of the Partnership Agreement, subject to the preference rights of DDR, as set forth in the Second Amendment to the Partnership Agreement.
- 2.08 New GP is admitted as the sole General Partner of the Partnership and this document constitutes the consent of the limited partner. New GP agrees to be bound by all of the provisions of the Partnership Agreement.

3. Removal of FVCI as General Partner:

- 3.01 FVCI is removed of record as general partner of the Partnership pursuant to and in compliance with the provisions of the Partnership Agreement.

4. Tax matters partner:

- 4.01 New GP is hereby designated as the "Tax Matters Partner"

5. Amendment to Certificate of Limited Partnership: Compliance with Act: Execution:

- 5.01 New GP and DDR, on behalf of the Partnership, file this amendment to the Certificate of Limited Partnership, reflecting the fact that New GP is the sole general partner of the partnership and that FVCI is no longer a general partner of the Partnership.

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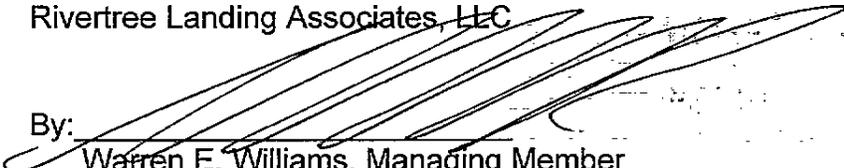
5.02 New GP shall do such other things as may be necessary for the full effectiveness of the Partnership Agreement and the continuation of the Partnership as a limited partnership under and pursuant to the Act.

5.03 This amendment may be executed in several counterparts and all so executed shall constitute one amendment, binding on all the parties hereto, notwithstanding that all parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF the parties hereto have executed this Amendment effective the 10 day of January, 2001.

**Substituted General partner:**

Rivertree Landing Associates, LLC

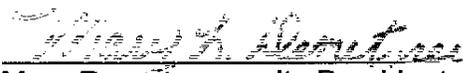
By: 

Warren E. Williams, Managing Member

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**Limited Partner:**

Demetree Dean Road, Inc.

By: 

Mary Demetree, as its President

January 2, 2001

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01 JAN 12 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Williams & Airth, P.A.  
P.O. Box 3444  
Orlando, FL 32801

Re: Rivertree Landing Associates, Ltd.

Dear Warren:

Please accept this letter as Demetree Dean Road, Inc.'s decision to remove the current General Partner of Rivertree Landing Associates, Ltd. and replace the General Partner with Rivertree Landing Associates, LLC.

Based upon the various reviews, we believe the current General Partner has acted in a manner which would allow us to remove the General Partner pursuant to the Limited Partnership Agreement and we would expect you to create the General Partner as well as amend the Limited Partnership Agreement to reflect the new General Partner.

As you are aware, the limited partnership has one limited partner which is Demetree Dean Road, Inc. and as President of that entity, please accept this as your advise to finalize the insertion of Rivertree Landing Associates, LLC as the General Partner.

Sincerely yours,  
DEMETREE DEAN ROAD, INC.

By: Mary L. Demetree  
Mary Demetree - President

WEW:sdg