AUSLEY & MCMULLEN Affont And Coursi Cosat Law 91 SEP 25 SUCH CLIPUT TREE 1. BOM 391 (21F 32 D2) TALLAHASSEE, FLORIDA 32301 (850) 224-9116 FAX (850) 222-7560 September 24, 1997

Secretary of State's Office Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301

HAND DELIVERY

Re: The Willis Family Limited Partnership

800002305988--6 -09/29/97--01098--003 *****52.50 *****52.50

Dear Sir or Madam:

Enclosed for filing are a Certificate of Amendment to Certificate of Limited Partnership Agreement and the Annual Report for the above-referenced Partnership. Also enclosed is a copy of the Certificate of Amendment to be date stamped. Our check for \$52.50 is enclosed for the Certificate of Amendment's filing fee. A check for \$541.25 from the Partnership is enclosed for the annual report fee.

If you have any questions, please call.

Sincerely,

11. TAX
11. TAX
11. TAX
152.50
152.50
16. TAX

REFUND - . .

David J. Hull

/cv

Enclosures

:djh:ltr:part.sos

01/25/97

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT for THE WILLIS FAMILY LIMITED PARTNERSHIP

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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 September 19, 1995, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: Helen A. Willis is withdrawn as a General Partner of The Willis Family Limited Partnership. Paragraph 4 of the Certificate of Limited Partnership is amended to read as follows:

4. The names and business addresses of the General Partners are Lee L. Willis, 411 Plantation Road, Tallahassee, Florida 32303; and Ben C. Willis, Jr., 2416 Winthrop Avenue, Tallahassee, Florida 32312.

SECOND: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of the current General Partners:

Helen A. Willis, as General Partner

14/1/

as General Partner

Ben C. Willis, Jr., as General Partner

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 23 hd day of September, 1997, by Lee Lawrence Willis, as attorney-in-fact, under a Durable Power of Attorney, dated January 30, 1991, for Helen A. Willis, as General Partner and as Limited Partner, who is personally known to me and who did not take an oath.

Notary Star Seal BRUETTE J. MC CLAN MY COMMISSION # CC 424591 ECPIRES: February 17, 1989 Bonded Thru Notary Public Underwi as identification and who did not take an oath.

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 23 day of September, 1997, by Lee L. Willis, as General Partner, who is personally known to me or has produced

Signature of Notary

Notary

BRUETTÉ J. MC CLAIN MY COMMISSION # CC 424591 EXPIRES: February 17, 1999 ed Thru Notary Public Undersets

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24 day of September, 1997, by Ben C. Willis, Jr., as General Partner, who (is personally known) to me or has produced as identification and who did not take an

oath.

Notary Stat

BRUETTE J. MC CLAIN MY COMMISSION # CC 424581 EXPIRES: February 17, 1999 Bonded Thru Notary Public Underwrite

djh\fmly-ltd\willis\amend-2.fam