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March 18, 1998

HAND DELIVERY

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 18 PM 3:42

Re: Willis Management, Ltd.

500002460545--8

-03/18/98--01038--018

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Sir or Madam:

Enclosed for filing is an Amended and Restated Certificate of Limited Partnership of Willis Management, Ltd., f/k/a Willis Family Limited Partnership. Also enclosed is a copy of the certificate to be date stamped. Our check for \$52.50 for the filing fee is attached.

If you have any questions, please call.

Sincerely,

*David Hull*

David J. Hull

af  
Enclosure

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98 MAR 18 AM 11:25

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Name	<i>OK</i>
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Under Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verity	<i>OK</i>

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
WILLIS MANAGEMENT, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 18 PM 3:18

The undersigned General Partners of Willis Management, Ltd., formerly known as the Willis Family Limited Partnership as set forth in the Certificate of Limited Partnership filed with the Secretary of State on September, 1995 (the "Original Certificate"), desiring to amend and restate the Original Certificate, hereby state the following:

1. The name of the Partnership is Willis Management, Ltd. (the "Partnership").

2. The mailing address of the Partnership is 1504 Hickory Avenue, Tallahassee, Florida 32303.

3. The name and address of the agent for service of process on the Partnership are Lee L. Willis, 227 South Calhoun Street, Tallahassee, Florida 32301.

4. The names and business addresses of the General Partners are:

Lee L. Willis	Ben C. Willis, Jr.
411 Plantation Road	2416 Winthrop Avenue
Tallahassee, Florida 32303	Tallahassee, Florida 32312

5. The latest date upon which the Partnership shall dissolve is December 31, 2051.

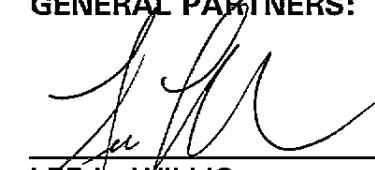
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

7. This Amended and Restated Certificate of Limited Partnership amends the certificate filed with the Secretary of State on September 19, 1995 by (a) removing Helen A. Willis as a General Partner; and (b) changing the name from the Willis Family Limited Partnership to Willis Management, Ltd.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of Willis Management, Ltd. on this 12th day of March, 1998, and will be filed in accordance with Section 620.109, Florida Statutes (1997).

**GENERAL PARTNERS:**

  
\_\_\_\_\_  
LEE L. WILLIS  
\_\_\_\_\_  
BEN C. WILLIS, JR.

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