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November 19, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/26/01--01084--001
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Re: Jack F. Waybrant Family Limited Partnership
Certificate of Amendment to Certificate of Limited Partnership


Dear Madam or Sir:

A96-865

Please file the enclosed Certificate of Amendment to Certificate of Limited Partnership for the Jack F. Waybrant Family Limited Partnership. Our firm's check for \$52.50 is enclosed to cover your filing fee.

If you have any questions or require additional information, please do not hesitate to contact us.

Sincerely,


Thomas M. VanNess, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JACK F. WAYBRANT FAMILY LIMITED PARTNERSHIP**

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 May 1, 1996, adopts the following certificate of amendment to its certificate of limited partnership.


FIRST: AMENDMENTS:

Article 3. AGENT FOR SERVICE OF PROCESS. The name of Jack F. Waybrant (deceased) shall be removed as the agent for service of process. Henceforth, the name and address of the Partnership's agent for service of process in Florida is Betty J. Waybrant, 814 E. Keller Court, Hernando, FL 34442.


Article 4. GENERAL PARTNERS. The name of Jack F. Waybrant (deceased) shall be removed as a General Partner of this Limited Partnership. Betty J. Waybrant shall remain a General Partner of this Limited Partnership. Steven L. Waybrant and Gary L. Waybrant, as Co-Trustees of the Jack F. Waybrant Family Trust as created under the Jack F. Waybrant Living Trust u/a 04/18/1996 shall be added as a General Partner of this Limited Partnership.

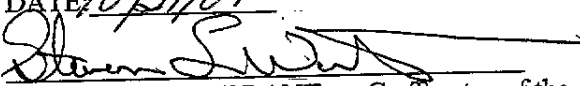
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

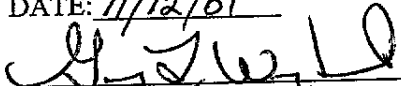
THIRD: Signatures of the current General Partner:


BETTY J. WAYBRANT, General Partner
DATE: 10/3/01

Signatures of new General Partners:


BETTY J. WAYBRANT, General Partner
DATE: 10/3/01


STEVEN L. WAYBRANT, as Co-Trustee of the
Jack F. Waybrant Family Trust as created under
the Jack F. Waybrant Living Trust u/a 04/18/1996
DATE: 11/12/01


GARY L. WAYBRANT, as Co-Trustee of the
Jack F. Waybrant Family Trust as created under
the Jack F. Waybrant Living Trust u/a 04/18/1996
DATE: 11/14/01

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SECRETARY OF STATE
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