

A96000001670

VINCENT J. WHIBBS, JR., P.A.

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Vincent J. Whibbs, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR -2 PM 12:01

Telephone: (850) 434-5395
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February 23, 1998

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

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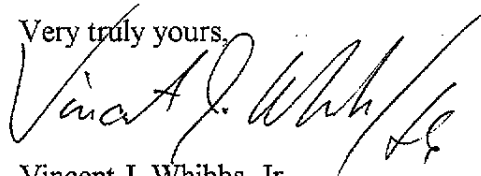
RE: Tarkiln Bayou Developers, Ltd.
Document No. A96000001670

Dear Sir:

In connection with the above-referenced limited partnership, enclosed please find original Statement of Amendment of Florida Limited Partnership for Tarkiln Bayou Developers, Ltd. Please file this Amendment in the records of the Florida Department of State, Division of Corporations.

Our firm's check in the amount of \$52.50 in payment of the required filing fee is enclosed. Please return all appropriate documentation to the undersigned at your earliest convenience. Should you have any questions or concerns regarding this request, please do not hesitate to contact me directly at your convenience.

Very truly yours,



Vincent J. Whibbs, Jr.

VJWjr/tlg
Enclosures
C:\MyFiles\Corporate\sec state letter.wpd

Tammy Gonzales GAVE
AUTHORIZATION BY PHONE TO
CORRECT Title of Appl.
DATE 3-11-98
CWM

CERTIFICATE

STATEMENT OF AMENDMENT OF FLORIDA LIMITED PARTNERSHIP

TARKILN BAYOU DEVELOPERS, LTD.

FILED
SECRETARY OF STATE
OF FLORIDA

98 MAR -2 PM 12:01

1. The name of the Florida limited partnership herein is **TARKILN BAYOU DEVELOPERS, LTD.**, and this is the name originally registered with the Secretary of State, State of Florida.

2. The date the original registration was filed with the Secretary of State of Florida and document number is as follows:

Date filed: September 9, 1996

Assigned Number: A96000001670

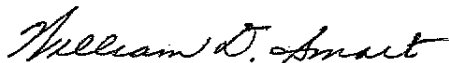
3. Statement of text to be amended: Schedule A to be amended to read as follows:

General Partner	Capital Contribution	Percentage Interest
Tarkiln Bayou Development Company, Inc.	\$20,000.00	4%
Limited Partner	Capital Contribution	Percentage Interest
Vincent J. Whibbs, Jr.	\$14,000.00	32%
Vince Whibbs	\$100,000.00	32%
J. Dan Gilmore	0	32%

4. William D. Smart and J. Collier Merrill, formerly limited partners, have resigned effective this date, and are no longer involved with the partnership.

5. This Amendment to the Articles of Limited Partnership is executed by the undersigned, representing a majority in voting interest of the partners.


6. This Amendment is effective this the 27th day of February, 1997.




William D. Smart



J. Collier Merrill




Vincent J. Whibbs, Jr.



J. Dan Gilmore

Tarkiln Bayou Development Company, Inc.,
its General Partner

By: 

Vincent J. Whibbs, Jr.,
its President