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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 11 PM 2:12

May 7, 1999

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

700002871287-8
-05/11/99-01052-020
***105.00 ***105.00

Re: The Ardell H. Cleland Limited Partnership

Dear John:

Enclosed please find original and one copy of Certificate of Amendment to the Limited Partnership Agreement of The Ardell H. Cleland Limited Partnership, together with check in the amount of \$105 representing \$42.50 filing fee and \$52.50 for a certified copy.

Please file with the Secretary of State's office, and wait for the certified copies and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

*Call when Ready
681-0619*

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CERTIFICATE OF AMENDMENT TO
THE LIMITED PARTNERSHIP AGREEMENT

OF

THE ARDELL H. CLELAND LIMITED PARTNERSHIP

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THIS CERTIFICATE OF AMENDMENT to the Limited Partnership Agreement dated January 29, 1997, effective as of November 15, 1996, of THE ARDELL H. CLELAND LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") made and entered into this 6th day of May, 1999.

WHEREAS, new general partners are to be hereby designated and thereupon the present general partner is hereby to withdraw from the Partnership.

NOW THEREFORE, as permitted by the Partnership Agreement, and in consideration of good and valuable consideration the receipt and sufficiency is hereby acknowledged, the Partnership Agreement is hereby amended as follows:

1. The following are hereby admitted as general partners in the Partnership and shall have the following percentage interests in the Partnership:

p9700000637
AC Management, Inc., a Florida
corporation
General Partner

Partnership
Interest

1%

p97000000633
RHC Management, Inc., a Florida
corporation
General Partner

1%

2. Ardell H. Cleland hereby withdraws as the General Partner of the Partnership.

IN WITNESS WHEREOF, the above named partners have executed this Amendment to the Limited Partnership Agreement of THE ARDELL H. CLELAND LIMITED PARTNERSHIP as of the day and year first above written.

NEW GENERAL PARTNERS:

AC MANAGEMENT, INC.

By:


Ardell H. Cleland, President
General Partner

RHC MANAGEMENT, INC.

By:

Robert H. Cleland
Robert H. Cleland, President
General Partner

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99 MAR 2:12

WITHDRAWING GENERAL PARTNER

Ardell H. Cleland
Ardell H. Cleland