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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96-2235

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE WING SOUTH DEVELOPMENT LIMITED PARTNERSHIP
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joshua M. Bialek, Esq.
(Contact Person)
Porter Wright Morris & Arthur, LLP
(Firm/Company)
5801 Pelican Bay Boulevard, Suite #300
(Address)
Naples, Florida 34108
(City, State and Zip Code)

For further information concerning this matter, please call:

Joshua M. Bialek, Esq. at (238) 593-2900
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE WING SOUTH DEVELOPMENT LIMITED PARTNERSHIP

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on November 8, 1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)

Section 2.1(a) of the Limited Partnership Agreement is hereby
deleted in its entirety and amended to read as follows:
"December 31, 2020; or".

SECOND: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

Robert G. Bunch

Signature(s) of new or dissociating general partner(s), if any:

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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TALLAHASSEE, FLORIDA

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**SECOND AMENDMENT TO THE WING SOUTH DEVELOPMENT
LIMITED PARTNERSHIP AGREEMENT**

This Second Amendment to The Wing South Development Limited Partnership Agreement (this "Second Amendment") is made as of Oct. 15, 2006 among the general partner, S.D. Corporation of Naples, Inc., a Florida corporation (the "General Partner") and those limited partners of The Wing South Development Limited Partnership (the "Partnership") set forth below.

RECITALS

1. On October 31, 1996, the parties entered into the Wing South Development Limited Partnership Agreement, as amended on October 7, 2004 (the "Limited Partnership Agreement").
2. The parties wish to amend the Limited Partnership Agreement as set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements, receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Section 2.1(a) of the Limited Partnership Agreement is hereby deleted in its entirety and amended to read as follows: "December 31, 2020; or".
2. No other portion of the Limited Partnership Agreement is amended by this Amendment.

IN WITNESS WHEREOF, the General Partner and the holders of at least 60% of the limited partnership interests of the Partnership have executed this Amendment as of the day and year first above written.

GENERAL PARTNER:

S.D. CORPORATION OF NAPLES, INC.

By: Robert M. Buckel
Robert M. Buckel, President

[Signatures of Limited Partners on Following Page]

LIMITED PARTNERS:

Ron Wardell (0.6941%)

Marvin Polly (0.9101998%)

Donald Polly (0.9101998%)


Dorothy McKelvey (1.04116%)

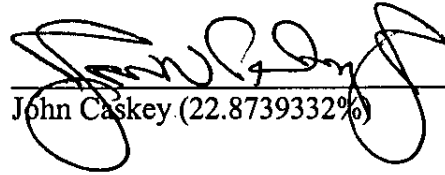
Carolyn Thompson (1.9425681%)

Patrick Geraghty (2.0914931%)

Tim Daniels (2.4282101%)

William Marten (3.2085846%)


Robert Buckel (3.7749189%)


John Caskey (22.8739332%)

Fred Alander Trust (1.1737445%)

By: _____
Printed Name: _____
Title: _____

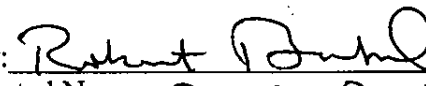
Naples Insurance (8.6788102%)

By: _____
Printed Name: _____
Title: _____

Euline Wright Trust (10.272077%)

By: _____
Printed Name: _____
Title: _____

Robert Buckel Trust (40%)

By: 
Printed Name: ROBERT BUCKEL
Title: TRUSTED

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