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PURCELL, FLANAGAN & HAY, P.A.

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April 27, 2001

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5/3  
Certified Mail / Return Receipt Requested MJH

Uniform Business Report  
Division of Corporations  
PO Box 1500  
Tallahassee, FL 32302-1500

Re: Piercy Equity Investments, Ltd.  
Piercy Investments, Ltd.

000004272070--6  
-05/18/01--01118--018  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Ladies/Gentlemen:

Enclosed are the following documents and checks:

1. 2001 Uniform Business Report for Piercy Equity Investments, Ltd., with check No. 0816013431 in the amount of \$526.25;
2. 2001 Uniform Business Report for Piercy Investments, Ltd., with check No. 0816013458 in the amount of \$526.25;
3. Certificate of Amendment of Certificate of Limited Partnership and Affidavit of Capital Contributions of Piercy Equity Investments, Ltd., with check No. 0816013476 in the amount of \$52.50; and
4. Certificate of Amendment of Certificate of Limited Partnership and Affidavit of Capital Contributions of Piercy Investments, Ltd., with check No. 0816013449 in the amount of \$52.50.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

*Suzanna D. Ryan*  
Suzanna D. Ryan  
Legal Assistant

SDR:shr  
Enclosures

cc: Mrs. Janet R. Piercy (with encls.)  
Mrs. Susan P. McCarthy (with encls.)  
Mrs. Nancy P. Murray (with encls.)

FILED  
MAY - 3 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A96-2358  
#52.50-LP

**CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF**

**PIERCY INVESTMENTS, LTD.**

The undersigned general partner files this Certificate of Amendment of Certificate of Limited Partnership of PIERCY INVESTMENTS, LTD., whose certificate was filed with the Florida Department of State on December 12, 1996 pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to amend the filing of a Florida limited partnership.

I.1. **NAME.** The name of the limited partnership is PIERCY INVESTMENTS, LTD.

I.2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** c/o Purcell, Flanagan & Hay, P.A., 1548 Lancaster Terrace, Jacksonville, Florida 32204.

I.3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Timothy L. Flanagan, Esquire, whose business address is 1548 Lancaster Terrace, Jacksonville, Florida 32204.

I.4. **NAME AND ADDRESS OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Susan P. McCarthy	1691 Chatham Avenue Arden Hills, Minnesota 55112
Nancy P. Murray	275 Providence Road Elkton, Maryland 21921
Janet R. Piercy	79 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**  
When this Certificate is filed with the Secretary of State.

**1.6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2035.

**1.7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$10,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$10,000,000. The total amount anticipated to be contributed by the limited partners is \$20,000,000.

**1.8. AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

1.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

1.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

1.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 19 of April, 2001.

**GENERAL PARTNERS**

Susan McCarthy  
SUSAN MCCARTHY

Nancy Murray  
NANCY MURRAY

Janet R. Piercy  
JANET R. PIERCY