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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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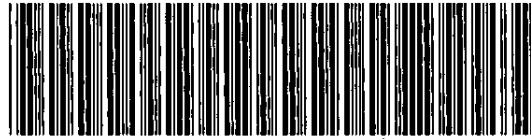
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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T. CLINE

NOV 27 2012

EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterways Marina Resort, Ltd.
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:

Tyson J. Waters, Esq.

Contact Person

Seven Kings Holdings, Inc.

Firm/Company

630 Maplewood Drive, Ste. 100

Address

Jupiter, Florida 33458

City, State and Zip Code

bill@skholdings.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tyson J. Waters

Name of Contact Person

at (561)

625-9443

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 and Certified Copy
Status 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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TALLAHASSEE, FLORIDA

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

Waterways Marina Resort, Ltd.

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 20, 2012 December 18, 1996, assigned Florida document number 896000002362, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

New name must be distinguishable and contain an acceptable suffix.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

New Mailing Address:

(May be post office box)

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

, Florida

City

Zip Code

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FLORIDA

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New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership"
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: *If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)*

F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

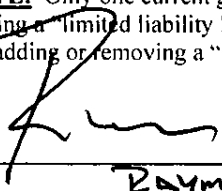
See attached.

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 or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)



RAYMOND E. GRAZIANO
PRES. & CO.
Watkins Mvmt, Inc.

Signature(s) of all 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

**AMENDMENT TO THE AGREEMENT OF LIMITED PARTNERSHIP
WATERWAYS MARINA RESORT, LTD.**

This Amendment ("Amendment") to the Agreement of Limited Partnership ("Agreement"), effective as of the 22nd day of September, 2000, by and among Waterways Resort Marina, Inc., a Florida corporation ("WRM Inc."), Quartermaster Harbor Associates ("QHA"), J.C. Solomon, II ("JC Solomon"), John E. Abdo, Trustee ("JEA") and Raymond E. Graziotto ("Graziotto") evidencing the mutual agreement of the parties to modify that Agreement, for the purposes and upon the terms and conditions hereinafter set forth.

WITNESSETH:

WHEREAS, on or about December 18, 1996, WRM Inc., QHA, JC Solomon, JEA and Graziotto entered into the Agreement creating Waterways Marina Resort, Ltd. ("Partnership") such that the interests in the Partnership were held as follows:

Waterways Resort Marina, Inc.	1.00%
Quartermaster Harbor Associates	40.00%
J.C. Solomon, II	32.00%
John E. Abdo, Trustee	15.00%
Raymond E. Graziotto	12.00%

and

WHEREAS, on or about June 30, 1997, JC Solomon applied to transfer a combined 10.00% of his 32.00% limited partner interest to Johnny C., Ltd., a Florida limited partnership, ("Johnny C") and Elizabeth A. Solomon, his wife ("EA Solomon"); and

WHEREAS, pursuant to that Assignment Agreement dated February 9, 2000, QHA transferred half of its interest to Graziotto and half of its interest to Johnny C., Ltd. ("Johnny C") by way of that certain Assignment Agreement, as clarified by that certain letter dated March 22, 2000; and

WHEREAS, the parties desire to enter into this Amendment in order to put their understanding and the new limited partner interests in writing.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Partners agree to amend the Agreement as follows:

1. The restructured partnership interests, effective March 22, 2000, are as follows:

Waterways Resort Marina, Inc.	1.00%
J.C. Solomon, II	22.00%
John E. Abdo, Trustee	15.00%
Raymond E. Graziotto	32.00%
Elizabeth A. Solomon	5.00%
Johnny C., Ltd.	25.00%

2. Notice for the new partners is as follows:

Johnny C., Ltd.
c/o 630 Maplewood Drive, Ste 100
Jupiter, Florida 33458

Elizabeth A. Solomon
3176 Casseekey Island Road
Jupiter, Florida 33477

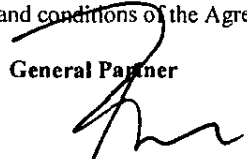
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TALLAHASSEE, FLORIDA

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3. All voting by JC Solomon, Johnny C and EA Solomon shall be blocked together, resulting in each party's interest being voted in the same manner as the other two parties. The parties hereby nominate and appoint JC Solomon, as their attorney-in-fact, for the sole, limited purpose of voting on behalf of the combined interest of JC Solomon, Johnny C and EA Solomon.

In recognition and to evidence authorization of these changes to the Agreement and the Partnership, the Partners have hereafter affixed their signatures consenting to them. All other terms and conditions of the Agreement, as amended, shall remain in full force and effect.

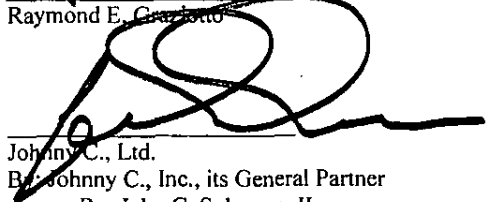
General Partner

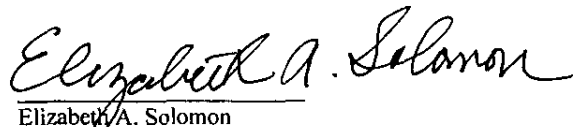

Waterways Resort Marina, Inc.
By: Raymond E. Graziotto
Its: President & C.O.O.

Affected Limited Partners


J.C. Solomon, II


Raymond E. Graziotto


Johnny C., Ltd.
By: Johnny C., Inc., its General Partner
By: John C. Solomon, II
Its: President


Elizabeth A. Solomon

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