LOGGERHEAD PLAZA, SUITE 210

14155 U.S. HIGHWAY ONE

Juno Beach, Florida 33408-1431

MARK J. NOWICKI ALSO ADMITTED IN COLORADO AND MONTANA

OF COUNSEL MAYER & KENNEDY TELEPHONE 561 624-1444 TELEFAX 561 630-4425

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February 20, 2002

BOARD CERTIFIED IN TAXATION PRACTICE LIMITED TO ESTATE PLANNING. INCOME TAX PLANNING AND RELATED FEDERAL TAX MATTERS

****105.00 ****105.00

Secretary of State Bureau of Corporate Records Amendment Section 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Kendall Family Partnership of P.B. Co., Ltd.; Amendment to Certificate of similed Partnership

Dear Madam:

I enclose an Amendment to the Certificate of Limited Partnership for Kendall Partnership of P.B. Co., Ltd.

Kindly return a certified copy of this Amendment to my office. I enclose filing fees computed as follows:

Filing of Amendment \$52.50 Certified Copy \$52.50 Total Funds Enclosed \$105.00

Should you have any questions, certainly feel free to call.

Sincerely,

Mark J. Nowicki

MJN/dmg

469\SEC-ST.LTR

A97-201

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes §620.109, the undersigned Partners hereby make, acknowledge, and file this Certificate of Amendment to the Certificate of Limited Partnership for Kendall Family Partnership of P.B. Co., Ltd. hereinafter referred to as the Partnership.

- 1. The name of the Partnership is Kendall Family Partnership of P.B. Co., Ltd.
- 2. The Partnership filed its original Certificate of Limited Partnership on January 2, 1997 document number A97000000207. This document comprises an amendment to the Certificate of Limited Partnership for Kendall Family Partnership of P.B. Co., Ltd.
- 3. The Certificate of Limited Partnership is hereby amended by changing the General Partners. Paragraph 4 of the Certificate of Limited Partnership is therefore deleted in entirety and replaced with the following paragraph 4:
 - "4. The name and business address of the General Partners are as follows:

GENERAL PARTNERS:

Gary D. Kendall, as Trustee 5414 Georgia Avenue West Palm Beach, FL 33405

Kenneth W. Kendall, as Trustee 5414 Georgia Avenue West Palm Beach, FL 33405

Timothy W. Kendall, as Trustee 5414 Georgia Avenue West Palm Beach, FL 33405"

IN WITNESS WHEREOF, the General Partners do hereby set their hand and seal on this 1st day of January, 2001.

RESIGNING GENERAL PARTNERS:

C. W. Kendall, Trustee

Esther Kendall Esther Kendall Trustee

NEWLY ADMITTED GENERAL PARTNERS:

Gary D. Kendal, as Trustee

Kenneth-W. Kendall, as Trustee