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LAW OFFICES
DELL, GRAHAM, WILLCOX, BARBER, JOPLING
SCHWARTZ, GERSHON & SPECIE, P.A.
POST OFFICE BOX 855
GAINESVILLE, FLORIDA 32602

JOE C. WILLCOX†
W. HENRY BARBER, JR.
JOHN D. JOPLING*
CARL B. SCHWARTZ*
ELLEN R. GERSHON††
KAREN K. SPECIE**

MIRIAM I. CRUZ-BUSTILLO
ERIC D. STRUBLE
KELLY B. PRITCHARD
DAVID A. CORNELL
MARK W. MOSELEY

* BOARD CERTIFIED CIVIL TRIAL LAWYER
† CERTIFIED CIRCUIT COURT MEDIATOR
†† BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES
** ALSO MEMBER OF NEW YORK BAR

December 23, 1997

L. WILLIAM GRAHAM
RETIRED

SAM T. DELL
(1912-1992)
R. L. HENDERSON, JR.
(1939-1991)

TELEPHONE 372-4381
FAX 376-7415
AREA CODE 352
203 N. E. 1ST STREET

300002383363-2
-12/26/97-01068-003
*****52.50 *****52.50

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are two copies of the Certificate of Amendment to Certificate of Limited Partnership of Gresham Family Partners, Ltd. Also enclosed is our check in the amount of \$52.50 to cover cost of filing fee. Please return the copy showing the filing date to our office. Thank you.

If there are any questions, please call.

Very truly yours,

Katie Moore

Katie Moore, Secretary
to Mr. Barber

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Name	0215
Availability	
Document Examiner	02
Updater	02
Updater Verifier	02
Acknowledgment	02
WL. RP. Verifier	02

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE of Amendment to Certificate of Limited Partnership made and executed this 23rd day of December, 1997 as follows:

1. The name of the limited partnership is GRESHAM FAMILY PARTNERS, LTD.

2. The date of filing of the Certificate of Limited Partnership was March 4, 1997.

3. The Certificate of Limited Partnership is hereby amended by reducing the amount of capital contributions made to the partnership by the limited partners, in the aggregate, to \$200,000.00.

4. Attached hereto is an affidavit of capital contribution signed by the general partners.

GRESHAM FAMILY PARTNERS, LTD.

GENERAL PARTNERS:

William Marvin Gresham

William Marvin Gresham, Trustee of the
William Marvin Gresham Trust
Agreement dated June 7, 1961

Peggy Wray Gresham

Peggy Wray Gresham, Trustee of the
Peggy Wray Gresham Revocable Trust
Agreement dated November 20, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ALACHUA)

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, this day, the undersigned officer, personally appeared WILLIAM MARVIN GRESHAM, as Trustee of the William Marvin Gresham Trust Agreement dated June 7, 1961 and PEGGY WRAY GRESHAM, as Trustee of the Peggy Wray Gresham Revocable Trust Agreement dated November 20, 1996, as general partners of Gresham Family Partners, Ltd., a Florida limited partnership ("Partnership"), and who, being duly sworn, certified as follows:

1. The amount of capital contributions made to the Partnership by the limited partners, in the aggregate, is \$200,000.00.

2. The total amount anticipated to be contributed by the limited partners is as stated above.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to be the best of my knowledge and belief.

GENERAL PARTNERS:

William Marvin Gresham
William Marvin Gresham, Trustee of the
William Marvin Gresham Trust
Agreement dated June 7, 1961

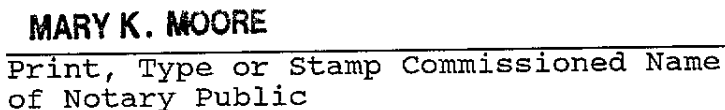
Peggy Wray Gresham
Peggy Wray Gresham, Trustee of the
Peggy Wray Gresham Revocable Trust
Agreement dated November 20, 1996

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ALACHUA
FLORIDA

FILED

Before me, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared WILLIAM MARVIN GRESHAM and PEGGY WRAY GRESHAM, known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit as General Partners of said partnership.

Nancy K. Moore
Notary Public, State of Florida at Large



Type of Identification Produced:

- () Current Florida Driver's license
- () Other _____

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SECRETARY OF STATE
TOLSON, J. EDGAR, FILE NO. 100-441100-100