

A97000001275

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TALLAHASSEE, FLORIDA

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SMITH HULSEY & BUSEY

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904-359-7700
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904-359-7708
904-353-9908

November 25, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Higdon Enterprises Limited

Gentlemen:

Enclosed for filing, in duplicate, are a Certificate of Amendment to the Certificate of Incorporation of Higdon Enterprises Limited Partnership of Higdon Enterprises Limited and a Statement of Qualification for Florida Limited Liability Limited Partnership, together with our firm's check for \$750.00 payment of the filing fees.

After these documents are filed, please return file-stamped copies to us. Please call us if you have any questions regarding these documents.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures

kh:401689

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02 DEC 17 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 13, 2002

Diane Cushing, Corporate Specialist
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

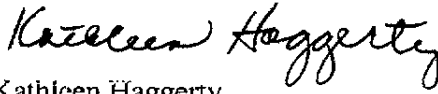
Re: Higdon Enterprises Limited

Dear Ms. Cushing:

Enclosed are the Certificate of Amendment to the Certificate of Limited Partnership of Higdon Enterprises Limited, in duplicate, that shows the addresses of all of the general partners and a copy of your letter dated December 4, 2002, regarding the same.

After the document is filed, please return a file-stamped copy to us. Please call us if you have any questions regarding this document.

Very truly yours,


Kathleen Haggerty
Legal Assistant

Enclosures
kh:403484



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 4, 2002

KATHLEEN HAGGERTY
SMITH HULSEY & BUSEY
P.O. BOX 53315
JACKSONVILLE, FL 32201-3315

SUBJECT: HIGDON ENTERPRISES LIMITED
Ref. Number: A97000001275

We have received your document for HIGDON ENTERPRISES LIMITED and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the address for the new general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 702A00064518

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HIGDON ENTERPRISES LIMITED**

1. The name of the limited partnership is Higdon Enterprises Limited (the "Partnership").

2. The Certificate of Limited Partnership was filed with the Secretary of State on June 10, 1997, and amended and restated on June 9, 1998 and December 17, 1998.

3. Paragraph 1 of the Amended and Restated Certificate of Limited Partnership is hereby amended change the name of the Partnership to Higdon Enterprises Limited, LLLP.

4. Paragraph 4 of the Amended and Restated Certificate of Limited Partnership is hereby amended to add Margaret Higdon Smith and Joseph W. Higdon, Jr., as Co-Trustees of the Joe/Bebe/Marie Mirror Trust of the J. Warren Higdon 1998 Revocable Trust, as a General Partner, so that after amendment, Paragraph 4 shall read as follows:

"4. The names and business addresses of the General Partners are as follows:

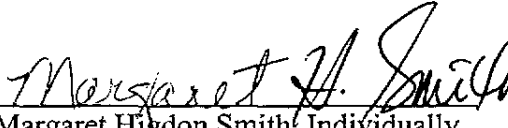
Margaret Higdon Smith
2695 Miller Landing Road
Tallahassee, FL 32312

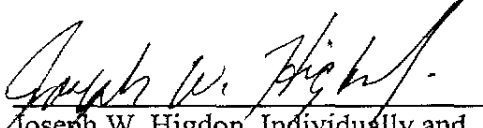
Joseph W. Higdon, Jr.
Post Office Box 1739
Quincy, FL 32353

Margaret Higdon Smith and
Joseph W. Higdon, Jr., Co-Trustees
The Joe/Bebe/Marie Mirror Trust
of the J. Warren Higdon 1998
Revocable Trust - Post Office Box 1739, Quincy, FL 32353

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, Higdon Enterprises Limited has caused this Certificate to be signed in its name by its General Partners this 16th day of Nov., 2002.


Margaret Higdon Smith, Individually
and as Co-Trustee of the Joe/Bebe/Marie
Mirror Trust of the J. Warren Higdon
1998 Revocable Trust


Joseph W. Higdon, Individually and
as Co-Trustee of the Joe/Bebe/Marie
Mirror Trust of the J. Warren Higdon
1998 Revocable Trust