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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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7/24/98 11:00 AM ☺

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FILING

Amed Ltd.

1.) GGI, Ltd
(CORPORATE NAME & DOCUMENT #)

2.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
03 JUL 21 PM 2:05
TALLAHASSEE, FLORIDA

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***105.00 ***105.00

DIVISION OF CORPORATE REGISTRATION
98 JUL 24 PM 10:03

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First Amended CERTIFICATE OF LIMITED PARTNERSHIP
OF
GGI, LTD.
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

AP 7-1355

(a1) Name of the Limited Partnership:

GGI, LTD.

(a2) The address of the limited partnership:

3910 U.S. Highway 301 North, Suite 140
Tampa, Florida 33619

(b) The name and address of the agent for service of process:

J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602

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(c) The name and business address of each general partner:

PP 8-54546

GGI, Inc. SE
2535 Success Drive
Odessa, Florida 33556

(d) The mailing address for the limited partnership:

c/o J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602

(e) The latest date upon which the limited partnership is to dissolve:

midnight, December 31, 2097

(f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.

(g) A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the

Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by J. Bob Humphries, the Assistant Secretary of GGI, Inc. SE, the sole general partner of GGI, Ltd. on this 30th day of June, 1998.

General Partner:
GGI, Inc. SE

By: 

J. Bob Humphries, Assistant Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GGI, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, J. Bob Humphries, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.


REGISTERED AGENT:

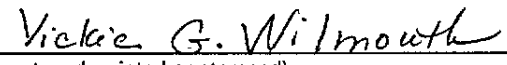

J. Bob Humphries

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Subscribed and sworn to before me this 30th day of June, 1998, by J. Bob Humphries, who is personally known to me and who is the Assistant Secretary of GGI, Inc. SE, the general partner of GGI, Ltd., a Florida Limited Partnership on behalf of the Partnership and as Registered Agent.

SEAL:


(Signature of person taking acknowledgment)


(Name typed, printed or stamped)

Notary Public
(Notary Public) or (Military Officer's Rank)

