

A980000001710

**FOWLER
WHITE**

ATTORNEYS AT LAW

ESTABLISHED 1943

May 9, 2001

900004212249--0

-05/11/01--01100--001

****105.00 ****105.00

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

Re: Sarah P. Williams, Ltd.

Dear Sir/Ma'am:

Enclosed please find original Second Amendment to Certificate of Limited Partnership for the above-captioned limited partnership, along with our firm check in the amount of \$105.00 to cover the following:

Filing Fee	\$ 52.50
Certified Copy Fee	<u>52.50</u>
	\$105.00

We would appreciate your filing the Second Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,


E. Jackson Boggs

EJB\dlb\3524
Enclosures

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

TAMPA • CLEARWATER • FORT MYERS • ST. PETERSBURG • TALLAHASSEE

501 EAST KENNEDY BLVD., SUITE 1700 • TAMPA, FLORIDA 33602 • P.O. BOX 1438 • TAMPA, FL 33601
TELEPHONE (813) 228-7411 • FAX (813) 229-8313 • www.fowlerwhite.com

FILED
01 MAY 11 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A98-1710
AK

SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
SARAH P. WILLIAMS, LTD.

In accordance with Florida Statute Section 620.109, this Second Amendment to Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. Name. The name of this limited Partnership is "Sarah P. Williams, Ltd."

2. Date of Filing. The date of filing of the Certificate of Limited Partnership was July 16, 1998.

3. Amendment. Paragraph 3 of the Certificate of Limited Partnership shall be deleted in its entirety, and the following shall be inserted in its stead:

"3. General Partner. The name and business address of each the general partner is :


Frederick Jordan Colby
189 Berkshire Road
Sandy Hook, Connecticut 06482


Benjamin Nick Colby
425 Canton Avenue
Milton, Massachusetts 02186


Sarah Rob Colby Pierce
100 Shore Drive
Portchester, New York 10573

FILED
MAY 11 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Second
Amendment the 23RD day of April, 2001.

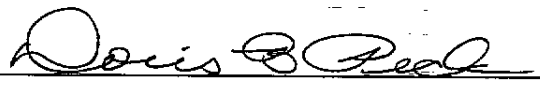

Frederick Jordan Colby, General
Partner


Benjamin Nick Colby, General Partner


Sarah Rob Colby Pierce, General
Partner

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23RD
of APRIL, 2001, by FREDERICK JORDAN COLBY, who is personally
known to me or who has produced CONNECTICUT DRIVERS as
identification.
LICENSE


Print Name DORIS B. PECK

"NOTARY PUBLIC"

My Commission Expires:



Doris B. Peck
Commission # 00808756
Expires Feb. 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

01 MAY 11 PM 3:53
SECRETARY OF CHIEF
CLERK

FILED

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23RD
of APRIL, 2001, by BENJAMIN NICK COLBY, who is personally
known to me or who has produced MASSACHUSETTS DRIVERS as
identification.
LICENSE

Doris B. Peck
Print Name DORIS B. PECK

"NOTARY PUBLIC"

My Commission Expires: -



Doris B. Peck
Commission # CG 808756
Expires Feb. 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23RD
of APRIL, 2001, by SARAH ROB COLBY PIERCE, who is personally
known to me or who has produced NEW YORK DRIVERS as
identification.
LICENSE

Doris B. Peck
Print Name DORIS B. PECK

"NOTARY PUBLIC"

My Commission Expires:



Doris B. Peck
Commission # CG 808756
Expires Feb. 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
01 MAY 11 PM 6:53
SECRETARY OF STATE