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(Requestor's Name)

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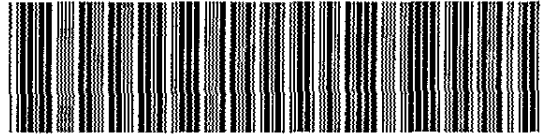
(Business Entity Name)

(Document Number)

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U.S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Sembler E.D.P. Partnership #12, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Sembler E.D.P. Partnership # 12, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on October 6, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

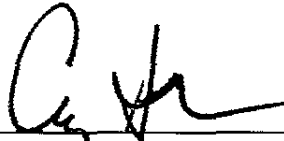
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

1. Article II: Modify paragraph 4, Classes of Limited Partnership Interest.
(as per schedule A, copy attached)

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Craig H. Sheer, President
Sembler Retail, Inc.

Signature(s) of new general partner(s), if applicable:

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MAR 14 1999
TALLAHASSEE
FLORIDA
STATE

SCHEDULE A

SEMBLER E.D.P. PARTNERSHIP #12, LTD.

	Class A Percentage <u>Interest</u>	Class B Percentage <u>Interest</u>
LIMITED PARTNERS:		
Melvin F. Sembler	23.21%	23.21%
Gregory S. Sembler	23.21%	29.21%
Brent W. Sembler	23.21%	23.21%
Craig H. Sher	19.37%	19.37%
David E. Murphy	10.00%	0%
Jeffrey Fuqua	<u>0%</u>	<u>4.00%</u>
Totals	<u>99%</u>	<u>99%</u>

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