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Amend. Ltd

1.) Sembler E.D.P. Partnership #14, Ltd.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sembler EDP Partnership # 14, 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. Amend/adjust Percentage Interests of the Limited Partners as follows;

	<u>Original</u> <u>Ownership %</u>	<u>Amended</u> <u>Ownership %</u>
Brent W. Sembler	20.84%	24.37%
Gregory S. Sembler	20.84%	24.37%
Craig H. Sher	17.42%	20.36%
David E. Murphy	<u>40.00%</u>	<u>30.00%</u>
	100.00%	100.00%

**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. Sher, President  
Sembler Retail, Inc.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEMBLER E.D.P. PARTNERSHIP #14, LTD.**  
**AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP**

THIS AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP ("Amendment") is made and entered into effective as of the 1<sup>st</sup> day of September, 1998 by and among SEMBLER RETAIL, INC., a Florida corporation ("Sembler") (Sembler is sometimes hereinafter referred to as the "General Partner") and GREGORY S. SEMBLER, BRENT W. SEMBLER, CRAIG H. SHER, and DAVID E. MURPHY (the foregoing individuals are sometimes hereinafter referred to individually as "Limited Partner" and collectively as "Limited Partners").

WITNESSETH:

WHEREAS, the General Partner and Limited Partners have previously formed a Florida limited partnership known as "Sembler E.D.P. Partnership #14, Ltd." ("Partnership") under the provisions of the Florida Revised Uniform Limited Partnership Act (1986), have filed a Certificate of Limited Partnership legally creating the Partnership under Florida law, and have entered into that certain Agreement of Limited Partnership effective as of September 29, 1998 ("Agreement"); and

WHEREAS, the parties hereto desire to amend the Agreement to adjust the Percentage Interests of the Limited Partners as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the parties hereto, intending to be legally bound, do hereby amend the Agreement as follows:

1. Except as may be otherwise defined herein, all defined terms shall have the meaning(s) set forth in the Agreement.

2. The Percentage Interests of the Partners as set forth in Exhibit A to the Agreement are hereby amended as follows:

	<u>Original Ownership %</u>	<u>Amended Ownership %</u>
<b><u>General Partner</u></b>		
Sembler Retail, Inc.	.9%	.9%
<b><u>Limited Partners</u></b>		
Brent W. Sembler	20.84%	24.37%
Gregory S. Sembler	20.84%	24.37%
Craig H. Sher	17.42%	20.36%
David E. Murphy	<u>40.00%</u>	<u>30.00%</u>

3. This Amendment to the Partner Percentage Interests shall retroactively effective to the date of formation of the Partnership.

4. As hereby changed and amended, the parties hereby ratify and confirm the Agreement. In the event of any inconsistencies between this Amendment and the Agreement, the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:

Marsha L. Lange  
Vicki Marunc

**GENERAL PARTNER:**

SEMBLER RETAIL, INC., a Florida  
corporation

By: Craig H. Sher

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TALLAHASSEE, FLORIDA

**LIMITED PARTNERS:**

Marsha L. Lange  
Vicki Marunc

Marsha L. Lange  
Vicki Marunc

Marsha L. Lange  
Vicki Marunc

Marsha L. Lange  
Vicki Marunc

GREGORY S. SEMBLER  
GREGORY S. SEMBLER

BRENT W. SEMBLER  
BRENT W. SEMBLER

CRAIG H. SHER  
CRAIG H. SHER

DAVID E. MURPHY  
DAVID E. MURPHY

**AMENDED  
SCHEDULE A**

SEMBLER E.D.P. PARTNERSHIP #14, LTD.

	Percentage <u>Interest</u>
<b>General Partners</b>	
Sembler Retail, Inc.	.90%
<b>Limited Partners</b>	
Gregory S. Sembler	24.37%
Brent W. Sembler	24.37%
Craig H. Sher	20.36%
David E. Murphy	<u>30.00%</u>
Totals	<u>100.00%</u>