

A990000000282

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887
Facsimile: (202) 785-8882

March 23, 2000

Secretary of State of Florida
Limited Partnership Division
P.O. Box 6327
Tallahassee, Florida 32314

9000003185789--0
-03/27/00--01133--003
****105.00 ****105.00

A99-282

Re: Tran Enterprises Limited Partnership

Dear Sir/Madam:

We are enclosing for recordation two (2) Certificates of Amendment for the above-named limited partnership. Please be kind enough to return a certified copy of the First Amendment. A check in the amount of \$105 is enclosed to cover the filing fee and the cost of a certified copy.

Thank you for your prompt attention to this matter. If you have any questions concerning this filing, please call me at the telephone number shown above.

Sincerely yours,

Patricia K. Porter

Patricia K. Porter
Office Coordinator

/pp
Encls.

RECEIVED
DIVISION OF CORPORATIONS
MAR 27 11:54

MJH

MJH

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
TRAN ENTERPRISES LIMITED PARTNERSHIP

A. Name : TRAN ENTERPRISES LIMITED
PARTNERSHIP

B. Address : 408 Colorado Avenue
Lynn Haven, Florida 32444

C. Registered Agent : Diane C. Hare
3003 S. Highway 77, Suite A
Lynn Haven, Florida 32444

D. General Partner : Tran, Inc.
408 Colorado Avenue
Lynn Haven, Florida 32444

E. Mailing Address : 408 Colorado Avenue
Lynn Haven, Florida 32444

F. Latest Dissolution Date : December 31, 2069

G. Date of Filing of Original
Certificate : February 15, 1999

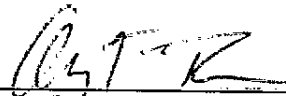
H. Date of Amended Certificate: March 1, 1999

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the First Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Tran Enterprises Limited Partnership, which is being filed contemporaneously with this Certificate of Limited Partnership.

This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

General Partner:

TRAN, INC.

By: 
Quang T. Tran, President

000000 27 1111:54
STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 2nd day of February, 1999, before me personally appeared QUANG T. TRAN, President of Tran, Inc., who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known
____ Identified by Driver's License Number _____
____ Issued by the State of _____



"OFFICIAL SEAL"
Sharon L. Morley
My Commission Expires 4/27/2000
Commission #CC 544442

Sharon L. Morley
Notary Public
Typed Name SHARON L. MORLEY

My Commission Expires: 4/27/2000
Commission No.: #CC 544442
State of FLORIDA

[SEAL]

FIRST AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRAN ENTERPRISES LIMITED PARTNERSHIP

THIS FIRST AMENDMENT is made and entered into for all purposes and in all respects as of the 1st day of March, 1999, by and among the undersigned parties.

R E C I T A L S:

A. Tran Enterprises Limited Partnership (the "Partnership") is a State of Florida limited partnership formed and presently existing pursuant to a Certificate of Limited Partnership (the "Certificate") and Limited Partnership Agreement (the "Agreement"). Tran, Inc. is the sole General Partner of the Partnership.

B. Pursuant to an Agreement of Assignment and Acceptance, Quang T. Tran and Donna L. Tran, JTWROS, as Assignor, transferred and assigned limited partnership interests in the Partnership to the Nicholas T. Tran 1998 Trust, the Benjamin T. Tran 1998 Trust, and the Emily T. Tran 1999 Trust. The Assignor desires that the Assignees be substituted as Limited Partners of the Partnership to the extent of the limited partnership interests in the Partnership transferred and assigned by the Assignor to each of the Assignees.

C. The parties hereto desire to amend the Certificate and Agreement of the Partnership to reflect the aforesaid transfers of limited partnership interests and the substitution of the Assignees as Limited Partners of the Partnership.

NOW, THEREFORE, for the good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Certificate and Agreement are hereby amended to provide as follows:

1. Exhibit A of the Certificate and Agreement are hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) the Nicholas T. Tran 1998 Trust, the Benjamin T. Tran 1998 Trust, and the Emily T. Tran 1999 Trust shall be and hereby are each substituted as Limited Partners of the Partnership to the full extent of the limited partnership interests in the Partnership transferred and assigned by the Assignor to each of them; (ii) the signing of this First Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said assignments and substitution; (iii) any present or future references to the terms "partner(s)" or "limited partner(s)" by the Agreement and Certificate, or any

amendment thereto, shall be deemed to include each Assignee who is a signatory to this First Amendment to the extent of the limited partnership interests in the Partnership transferred and assigned by the Assignor to each of them pursuant to the Agreement of Assignment and Acceptance referenced above; and (iv) the execution of this First Amendment by the Trustee of each Assignee shall constitute the agreement of such Assignee to all of the terms and provisions of the Agreement and Certificate, as amended.

3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have each executed this First Amendment under seal effective as of the date hereinabove first written.

WITNESS:

Lisa Auant

GENERAL PARTNER:

TRAN, INC.

By:

Quang T. Tran [SEAL]
Quang T. Tran, President

LIMITED PARTNER ASSIGNEES:

NICHOLAS T. TRAN 1998 TRUST

WITNESS:

Darlene Walters

By:

Phy Hua [SEAL]
Phy Hua, Trustee

[Signatures continued on page 4]

[Signatures continued from page 3]

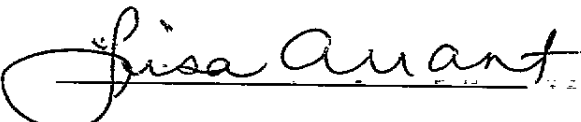

BENJAMIN T. TRAN 1998 TRUST

By:  [SEAL]
Phi Hua, Trustee

EMILY T. TRAN 1999 TRUST

By:  [SEAL]
Phi Hua, Trustee

ASSIGNOR:

  [SEAL]
Quang T. Tran, JTWROS

  [SEAL]
Donna L. Tran, JTWROS

EXHIBIT A

TRAN ENTERPRISES LIMITED PARTNERSHIP

LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION*</u>	<u>PERCENTAGE OF PARTNERSHIP INTEREST</u>
<u>GENERAL PARTNER:</u>		
Tran, Inc. Quang T. Tran, President 408 Colorado Avenue Lynn Haven, FL 32444	\$ 1,000	.7576%
<u>LIMITED PARTNERS:</u>		
Quang T. Tran and Donna L. Tran, JTWROS 408 Colorado Avenue Lynn Haven, FL 32444	\$ 88,153	66.7824%
Nicholas T. Tran 1998 Trust c/o Phi Hua, Trustee 3003 S. Highway 77, Suite A Lynn Haven, FL 32444	\$ 14,282	10.8200%
Benjamin T. Tran 1998 Trust c/o Phi Hua, Trustee 3003 S. Highway 77, Suite A Lynn Haven, FL 32444	\$ 14,282	10.8200%
Emily T. Tran 1999 Trust c/o Phi Hua, Trustee 3003 S. Highway 77, Suite A Lynn Haven, FL 32444	\$ 14,283	10.8200%
	<u>\$ 132,000</u> =====	<u>100.0000%</u> =====

* See Section 5 of the Limited Partnership Agreement
and Certificate of Limited Partnership.

STATE OF FLORIDA

COUNTY OF Bay

I HEREBY CERTIFY that on this 2nd day of February, 1999, before me personally appeared DONNA L. TRAN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

 To me personally known
 Identified by Driver's License Number _____
 Issued by the State of _____.

Sharon L. Mobley
Notary Public
Typed Name SHARON L. MOBLEY
My Commission Expires: 4/27/2005
Commission No.: JCC 544442
State of FLORIDA



"OFFICIAL SEAL"
Sharon L. Morley
My Commission Expires 4/27/2000
Commission #CC 544442

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 2nd day of February, 1999, before me personally appeared QUANG T. TRAN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known
☐ Identified by Driver's License Number _____
Issued by the State of _____

Sharon L. Morley
Notary Public
Typed Name SHARON L. MORLEY
My Commission Expires: 4/27/2000
Commission No.: #CC 544442
State of FLORIDA



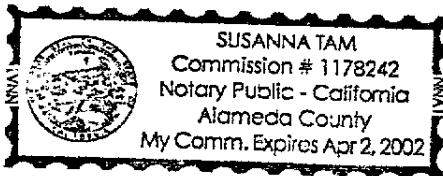
"OFFICIAL SEAL"
Sharon L. Morley
My Commission Expires 4/27/2000
Commission #CC 544442

STATE OF California
COUNTY OF Alameda

I HEREBY CERTIFY that on this 11th day of Nov.,
1999, before me personally appeared PHI HUA, Trustee, ~~who is~~
~~personally known to me or~~ who has produced the identification
identified below, who is the person described in and who executed
the foregoing instrument, and who after being duly sworn says that
the execution hereof is her free act and deed for the uses and
purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary
Public by my hand and official seal, the day and year last
aforesaid.

X To me personally known
X Identified by Driver's License Number N8548981
Issued by the State of California.



Susanna Tam
Notary Public
Typed Name Susanna Tam
My Commission Expires: April 2, 2002
Commission No.: 1178242
State of California