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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

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July 26, 1999

via Federal Express

Secretary of State of Florida  
Limited Partnership Division  
409 E. Gaines Street  
Tallahassee, Florida 32314

900002944569--0  
-07/29/99-01009-007  
\*\*\*\*105.00 \*\*\*\*105.00

Re: Michael and Martha McCormick Limited Partnership

Dear Sir/Madam:

We are enclosing for recordation two (2) short form Certificates of Amendment to the Certificate of Limited Partnership for the above-named Limited Partnership. A check in the amount of \$105 is enclosed to cover the filing fees 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  
Office Coordinator

A99-949

/pp

Encls.

cc: Stephen A. Bodzin, Esq.  
Dr. and Mrs. Michael McCormick

H:\CLIENT\McCormick, Mike\Partner\Fla filing ltr No. 2-JULY2699

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS  
99 JUL 29 AM 10:52

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 29 AM 10:52

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
MICHAEL AND MARTHA McCORMICK LIMITED PARTNERSHIP

A. Name : MICHAEL AND MARTHA McCORMICK  
LIMITED PARTNERSHIP

B. Address : 213 Cove Terrace Drive  
Panama City, Florida 32401

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

D. General Partner : McBones, Inc.  
213 Cove Terrace Drive  
Panama City, Florida 32401

E. Mailing Address : 213 Cove Terrace Drive  
Panama City, Florida 32401

F. Latest Dissolution Date : December 31, 2069

G. Date of Filing of Original  
Certificate : June 9, 1999

H. Date of Amended Certificate: July 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 Michael and Martha McCormick 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:

McBONES, INC.

By:

  
Michael H. McCormick  
President

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 1st day of July, 1999, before me personally appeared MICHAEL H. McCORMICK, President of McBones, 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 \_\_\_\_\_



Deborah D Swearingen  
My Commission CC585739  
Expires Sep. 17, 2000

Deborah D. Swearingen  
Notary Public  
Typed Name DEBORAH D. SWEARINGEN  
My Commission Expires: SEPT. 17, 2000  
Commission No.: CC 585739  
State of FLORIDA

[SEAL]

FIRST AMENDMENT  
TO  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MICHAEL AND MARTHA McCORMICK LIMITED PARTNERSHIP

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

R E C I T A L S:

A. Michael and Martha McCormick 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"). McBones, Inc. is the sole General Partner of the Partnership.

B. Pursuant to an Agreement of Assignment and Acceptance, Michael H. McCormick and Martha McCormick, JTWROS, as Assignor, transferred and assigned limited partnership interests in the Partnership to the Tara Marie McCormick 1999 Trust, the Dylan Michael McCormick 1999 Trust, and the Erin Nicole McCormick 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 Tara Marie McCormick 1999 Trust, the Dylan Michael McCormick 1999 Trust, and the Erin Nicole McCormick 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:

GENERAL PARTNER:

McBONES, INC.

Deborah D. Swearingen

By: Michael H. McCormick [SEAL]  
Michael H. McCormick, President

LIMITED PARTNER ASSIGNEES:

TARA MARIE MCCORMICK 1999 TRUST

WITNESS:

Deborah D. Swearingen

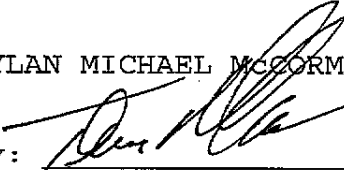
By: Thomas E. McCormick [SEAL]  
Thomas E. McCormick, Trustee

[Signatures continued on page 4]

[Signatures continued from page 3]

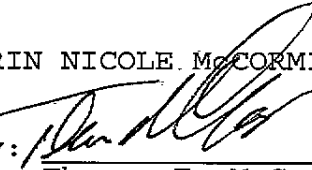
DYLAN MICHAEL MCCORMICK 1999 TRUST

Deborah D. Swearingen

By:  [SEAL]  
Thomas E. McCormick, Trustee

ERIN NICOLE MCCORMICK 1999 TRUST

Deborah D. Swearingen

By:  [SEAL]  
Thomas E. McCormick, Trustee

ASSIGNOR:

Deborah D. Swearingen

 [SEAL]  
Michael H. McCormick, JTWR05

Diane C. Hare

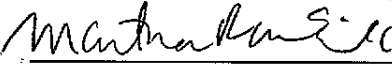
 [SEAL]  
Martha McCormick, JTWR05

EXHIBIT A  
MICHAEL AND MARTHA McCORMICK 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>		
McBones, Inc. Michael H. McCormick, President 213 Cove Terrace Drive Panama City, Florida 32401	\$ 1,000	0.568%
<u>LIMITED PARTNERS:</u>		
Michael H. McCormick and Martha R. McCormick, JTWROS 213 Cove Terrace Drive Panama City, Florida 32401	\$ 82,690	46.983%
Tara Marie McCormick 1999 Trust c/o Thomas E. McCormick, Trustee 213 Cove Terrace Drive Panama City, Florida 32401	\$ 30,770	17.483%
Dylan Michael McCormick 1999 Trust c/o Thomas E. McCormick, Trustee 213 Cove Terrace Drive Panama City, Florida 32401	\$ 30,770	17.483%
Erin Nicole McCormick 1999 Trust c/o Thomas E. McCormick, Trustee 213 Cove Terrace Drive Panama City, Florida 32401	\$ 30,770	17.483%
	<hr/> \$ 176,000 =====	<hr/> 100.000 % =====

\* 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 28<sup>th</sup> day of JUNE, 1999, before me personally appeared MARTHA McCORMICK, 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. 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 FLORIDA

COUNTY OF Bay

I HEREBY CERTIFY that on this 1st day of July, 1999, before me personally appeared MICHAEL H. McCORMICK, 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 \_\_\_\_\_



Deborah D Swearingen  
My Commission CC585739  
Expires Sep. 17, 2000

Deborah D. Swearingen  
Notary Public  
Typed Name DEBORAH D. SWEARINGEN  
My Commission Expires: SEPT. 17, 2000  
Commission No.: CC585739  
State of FLORIDA

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 1st day of July, 1999, before me personally appeared THOMAS E. McCORMICK, 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 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 \_\_\_\_\_



Deborah D. Swearingen  
My Commission CC585739  
Expires Sep. 17, 2000

Deborah D. Swearingen  
Notary Public  
Typed Name DEBORAH D. SWEARINGEN  
My Commission Expires: SEPT. 17 2000  
Commission No.: CC585739  
State of FLORIDA