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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF UNDERWOOD PARTNERS, LTD., A FLORIDA LIMITED PARTNERSHIP



Pursuant to the provisions of Section 620.109, Florida Statutes, UNDERWOOD PARTNERS, LTD., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on June 16, 1999, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Paragraph 4 of the Certificate of Limited Partnership is amended in its entirety to read as follows:

"4. General Partner. The name and business address of the general partner of the limited partnership are Great Bear Investment Company, 2970 Peachtree Road, Suite 300, Atlanta, Georgia 30305."

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

THIRD: Signatures.

Current General Partner:

UNDERWOOD INVESTMENT COMPANY,

a Florida corporation

Charles Berkeley Wilson II

Charles Berkeley Wilson, II,

Its President

New General Partner:

GREAT BEAR INVESTMENT COMPANY,

a Georgia corporation

Charles Berkeley Wilson II

Its President

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