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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT 40601

DREXELL R. DAVIS
SECRETARY OF STATE

December 29, 1980

SECRETARY OF STATE (502) 564 3490
CORPORATE FILINGS (502) 564 2848
CORPORATION RECORDS (502) 564 7330

CURTIS H. NEWMAN II
ASST. SECRETARY OF STATE

Marshall F. Loy
Huddleston & Cox
116 Public Square
Columbia, Kentucky 42728

RE: "Gator Drilling Fund 1980-2, Ltd."

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. (XXXX) Articles of Amendment were filed in this office on December 29, 1980.
- 2. () Restated Articles of Incorporation
- 3. () Articles of Merger
- 4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,
Drexell R. Davis
Drexell R. Davis
Secretary of State

LAW OFFICES
HUDDLESTON & LOY
116 PUBLIC SQUARE
COLUMBIA, KENTUCKY 42728

EARL HUDDLESTON
MARSHALL F. LOY

December 26, 1980

TELEPHONE 384-2356
AREA CODE 502

SECRETARY OF STATE
RECEIVED

DEC 29 1980

Office of
Secretary of State
Frankfort, Kentucky 40601

COMMONWEALTH OF KENTUCKY

Re: Gator Drilling Fund 1980-2, Ltd.

Gentlemen:

In October of this year our office sent to you for filing purposes a limited partnership known as "Gator Drilling Fund 1980-2, Ltd," which originated in the State of Florida.

I now have two amendments to file as to the limited partnership. These are Amendment No. 1 and Amendment No. 2 and I enclose certified copies of said amendments along with a photocopy of each.

Would you please file these for me. Also, enclosed is a check in the amount of \$20.00 representing \$10.00 each for the amendments. If you need anything additional, please advise.

Very truly yours,

Marshall F. Loy
Marshall F. Loy

MFL:bs

Enclosures

State of Florida



Department of State

I certify that the following is a true and correct copy of Amendment of Limited Partnership of GATOR DRILLING FUND 1980-2, LTD., FILED on the 16th day of October, A.D., 1980, amending its Articles of Incorporation, as shown by the records of this office.

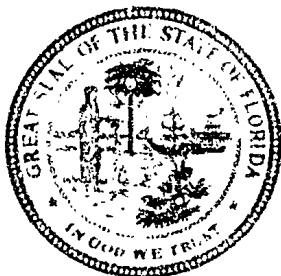
195528

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 29 1980

James J. Hill
SECRETARY OF STATE


Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 16th day of October, 1980



CER 101 Rev. 5-79

George Firestone
George Firestone
Secretary of State

State of Florida



Department of State

I certify that the following is a true and correct copy of Amendment of Limited Partnership of GATOR DRILLING FUND 1980-2, LTD., FILED on the 16th day of October, A.D., 1980, amending its Articles of Incorporation, as shown by the records of this office.

80 189725

1980 OCT 27 AM 11:54

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10-100



CER 101 Rev. 5-79

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 16th day of October, 1980

George Firestone
Secretary of State

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP OF
GATOR DRILLING FUND 1980-2, LTD.

FILED

Oct 16 10 34 AM '80

The undersigned do hereby swear that an Amendment to the Agreement of Limited Partnership of Gator Drilling Fund 1980-2, Ltd. has been entered into and amending the Certificate of Limited Partnership of Gator Drilling Fund 1980-2, Ltd. as follows:

1. Item 7 of the Certificate of Limited Partnership has been amended to read as follows:

"7. The Limited Partners have agreed to make the following additional contributions at the following times or upon the happening of the following events:

None."

2. Exhibit A to the Certificate of Limited Partnership, as filed, has been amended to read as follows:

EXHIBIT A

Schedule of Partners

GATOR OIL DRILLING FUND 1980-2, LTD.

	<u>Cash Contribution</u>	<u>P & L Percentage</u>
<u>General Partners:</u>		
Gator Oil Company 2326 South Congress Avenue Suite 1-B West Palm Beach, Florida	\$500.00	25%
<u>Limited Partners:</u>		
James N. Cunningham 1001 East Camino Real Apartment 206N Boca Raton, FL 33432	\$30,000.00	9.78%
William B. Richards 159 Bingham Avenue Rumson, NJ 07760	\$10,000.00	3.26%
James Mason McCabe 691 Harding Road Little Silver, NJ 07739	\$30,000.00	9.78%
Pike H. Sullivan, Jr. 11 Tuxedo Road Glen Ridge, NJ 07028	\$50,000.00	16.31%
Robert G. Zeller P.O. Box 949 Center Harbor, New Hamp. 03226	\$40,000.00	13.05%
Barry F. Bosak 15 Old Sleepy Hollow Road Briar Cliff Manor, NY 10510	\$10,000.00	3.26%
Melvin G. Schmidt 123 Fleets Cove Road Huntington, NY 11743	\$ 5,000.00	1.63%
Harlan K. Schlicher, Jr. 2 Park Lane Mountain Lakes, NJ 07045	\$30,000.00	9.78%
Ronald M. Ongaro 33 N. Dearborn Street Third Floor Chicago, IL 60602	\$ 5,000.00	1.63%
Charles H. Maspero 68-10 108th Street Forest Hills, NY 11375	\$10,000.00	3.26%
John Pagnucco 97 Summit Avenue Bronxville, NY 10708	\$10,000.00	3.26%

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3. The remainder of the Certificate of Limited Partnership shall read as originally filed.

We, the undersigned, being all of the Partners of Gator Drilling Fund 1980-2, Ltd., do hereby swear and certify that the facts herein stated are true and in accordance with the Limited Partnership Agreement entered for the formation of this Partnership, as amended.

GENERAL PARTNER:
Gator Oil Company

By Paul H. Freeman, as Vice President

LIMITED PARTNERS:

Paul H. Freeman, as Vice President of Gator Oil Company, as Power of Attorney for: James N. Cunningham, William B. Richards, James Mason McCabe, Pike H. Sullivan, Jr., Robert G. Zeller, Barry F. Bosak, Melvin G. Schmidt, Harlan K. Schlicher, Jr., Charles H. Maspero, John Pagnucco and Ronald M. Ongaro

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Sworn to and subscribed before me, the undersigned, a Notary Public in and for the State of Florida, by the said Paul H. Freeman, as Vice President of Gator Oil Company, the General Partner of GATOR DRILLING FUND 1980-2, LTD., a Limited Partnership, this 15th day of October, 1980.

Notary Public in and for the State of Florida

My Commission Expires: _____
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Sworn to and subscribed before me, the undersigned, a Notary Public in and for the State of Florida, by the said Paul H. Freeman, Vice President, Gator Oil Company, as Power of Attorney for James N. Cunningham, William B. Richards, James Mason McCabe, Pike H. Sullivan, Jr., Robert G. Zeller, Barry F. Bosak, Charles H. Maspero, John Pagnucco, Melvin G. Schmidt, Harlan K. Schlicher, Jr., and Ronald M. Ongaro, Limited Partners of GATOR DRILLING FUND 1980-2, LTD., a Limited Partnership, this 15th day of October, 1980.

Notary Public in and for the State of Florida

My Commission Expires: _____

Notary Public, State of Florida at Large
My Commission Expires April 10, 1983
Issued by American Bar Association

**RECORD VERIFIED
PALM BEACH COUNTY, FLA
JOHN B. DUNKLE
CLERK CIRCUIT COURT**

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