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April 8, 1998

Via Certified Mail

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 PM 3:51

RE: Shelter Seagate Associates, Ltd.

Dear Sir or Madam:

Enclosed for filing please find the Annual Report for Shelter Seagate Associates, Ltd. Please note that I have also enclosed an Amendment removing Shelter Canadian Properties as a general partner. Per my telephone call to your offices today, I have enclosed a check in the amount of \$255.00 for fees as follows:

\$ 52.50	Amendment filing fee
\$ 52.50	Certified copy fee for Amendment
\$141.25	Annual Report fee
\$ 8.75	Certificate of Status

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-04/16/98--01115--008
****255.00 ****105.00

Should you have questions or concerns, please contact this office. Thank you for your consideration in this matter.

Sincerely yours,

Chris Wohlbrandt
Chris Wohlbrandt
Secretary

A16450

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Undated	<i>[Signature]</i>
Ver	<i>[Signature]</i>

FF 52.50
CC 52.50

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
AND LIMITED PARTNERSHIP AGREEMENT OF
SHELTER SEAGATE ASSOCIATES, LTD.**

Pursuant to the provisions of F.S. 620.109, this Florida limited partnership, whose original certificate was filed with the Florida Department of State on February 17, 1984, Document No. A16450, adopts the following Certificate of Amendment to its Certificate of Limited Partnership and to its Limited Partnership Agreement:

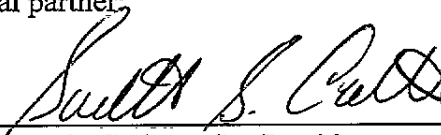
FIRST: Amendment(s): Article 2, Section 2.01
 Article 4, Section 4.04

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:

GARRETT REAL ESTATE
DEVELOPMENT CORPORATION,
a general partner:

By: 
Garrett G. Carlson, Sr., President

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**Amendment to
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
of
SHELTER SEAGATE ASSOCIATES, LTD.
A Florida Limited Partnership**

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DIVISION OF CORPORATIONS
98 APR 13 PM 3:5

This Amendment to Certificate and Agreement of Limited Partnership of SHELTER SEAGATE ASSOCIATES, LTD. (hereinafter "Shelter Seagate") is made this 6th day of April, 1998 by and between the General Partners of Shelter Seagate, namely, GARRETT REAL ESTATE DEVELOPMENT CORPORATION, a Minnesota corporation authorized to transact business in the State of Florida, and SHELTER CANADIAN PROPERTIES LIMITED, a Canadian corporation.

WITNESSETH:

WHEREAS, the Certificate and Agreement of Limited Partnership of Shelter Seagate (hereinafter "Certificate and Agreement") was filed in the office of the Secretary of State of the State of Florida, document number A16450, on February 17, 1984, as subsequently amended and restated on several occasions; and,

WHEREAS, Shelter Canadian Properties Limited has elected to withdraw as a General Partner and convert its interest to that of a Limited Partner; and,

WHEREAS, the remaining General Partner, pursuant to the terms of the Agreement of Limited Partnership has consented to said withdrawal and conversion; and,

WHEREAS, the parties desire to amend the terms and conditions of the Certificate and Agreement to reflect the changes in the general partners and the limited partners;

NOW THEREFORE, in consideration of the foregoing and the mutual covenants and promises herein contained, and in consideration of other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, the parties hereto mutually agree as follows:

1. The name and address of the sole general partner is:

GARRETT REAL ESTATE DEVELOPMENT CORPORATION
P.O. Box 1826
Naples, FL 34106-1826

2. By the signatures of their respective authorized officers hereunder, GARRETT REAL ESTATE DEVELOPMENT CORPORATION and SHELTER CANADIAN PROPERTIES LIMITED hereby consent to the withdrawal of SHELTER CANADIAN PROPERTIES LIMITED as a general partner and to the conversion of SHELTER CANADIAN PROPERTIES LIMITED's interest to a limited partnership interest thereby amending Article II, Section 2.01 Original Capital Contributions to be as follows:

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General Partner:
Garrett Real Estate Development Corporation \$ 3.00

Limited Partners:
Shelter Canadian Properties Limited \$ 6.00
Carlson Family Limited Partnership 141.00
Diane M. Carlson 141.00
2668921 Manitoba Ltd. 282.00
Graham C. Lount 282.00
Bryan L. Weber 18.00
Lynn Carlson Weber Schell 9.00
Thomas P. Hurley 18.00

3. Article IV, Section 4.04 Allocation of Profits and Losses shall be amended as follows:

Section 4.04 Allocation of Profits and Losses. Immediately after such annual accounting shall have been completed, the net profits or net losses, as determined by such accounting, shall be credited or debited, as the case may be, to the capital account of each Partner, general and limited, as follows:

General Partner:
Garrett Real Estate Development Corporation 1/3 of 1%

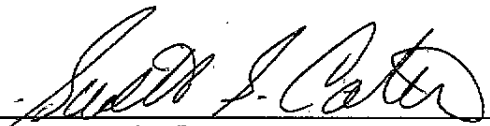
Limited Partners:
Shelter Canadian Properties Limited 2/3 of 1%
Carlson Family Limited Partnership 16.665%
Diane M. Carlson 16.665%
2668921 Manitoba Ltd. 31-1/3%
Graham C. Lount 31-1/3%
Bryan L. Weber 2%
Lynn Carlson Weber Schell 1%
Thomas P. Hurley 2%

4. No additional cash is to be contributed by the general partner or the limited partners as a result of this amendment.

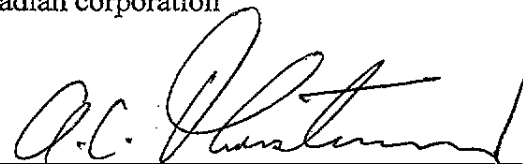
5. In all other respects the Certificate and Agreement of Limited Partnership of Shelter Seagate Associates, Ltd., a Florida limited partnership, as amended, shall remain unchanged and in full force and effect as if set out here in full.

Executed as of the day and year first above written.

GARRETT REAL ESTATE DEVELOPMENT
CORPORATION, a Minnesota corporation

By: 
Garrett G. Carlson, Sr., President

SHELTER CANADIAN PROPERTIES LIMITED
a Canadian corporation

By: 
Arni C. Thorsteinson, President

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