

A19243

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
HOUSTON
JACKSONVILLE

50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

(904) 354-8000

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WRITER'S DIRECT DIAL:

630-5326

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
PARIS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
SÃO PAULO
IN ASSOCIATION WITH
TAVARES GUERREIRO ADVOGADOS

March 3, 1999

VIA CERTIFIED MAIL

Division of Corporations
Registration Section
Annual Reports Filings
P.O. Box 6327
Tallahassee, Florida 32314

700002795987-6
-03/05/99-01067-009
*****52.50 *****52.50

Re: BONANZA ASSOCIATES, LTD.
FLEETWOOD ASSOCIATES, LTD.

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State (the "Department") are the 1999 Limited Partnership Annual Reports for Bonanza Associates, Ltd. ("Bonanza") and Fleetwood Associates, Ltd. ("Fleetwood").

Please note that both of these annual reports were filed previously with the Department but were returned to our client due to the administrative dissolution of TWK, Inc., one of the former general partners of each of both Bonanza and Fleetwood. Rather than reinstate the general partner, our client prefers to amend its certificate of limited partnership, removing TWK, Inc. as a general partner.

Thus, enclosed herein, please find the following documents, along with checks representing the filing fees for each document:

1. BONANZA 1999 ANNUAL REPORT

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

FF \$52.50

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99 MAR -4 PM 4:03
DIVISION OF CORPORATIONS
REGISTRATION SECTION
TALLAHASSEE, FLORIDA

Division of Corporations
March 3, 1999
Page 2

Check in amount of \$475.15, representing the filing fee.

2. **BONANZA: CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP, and corresponding**

SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

Check in the amount of \$52.50, representing the filing fee.

3. **FLEETWOOD 1999 ANNUAL REPORT**

Check in amount of \$298.75, representing the filing fee.

4. **FLEETWOOD: CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP, and corresponding**

SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

Check in the amount of \$52.50, representing the filing fee.

Should you have any questions or be in need of additional information, please call me.

Very truly yours,



Katharine A. Breitmoser

cc: A.T. Parsons, Jr.
Karl B. Hanson, Jr.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

FLEETWOOD ASSOCIATES, LTD.
5001 PHILLIPS HWY #7B
JACKSONVILLE, FL 32207

SUBJECT: FLEETWOOD ASSOCIATES, LTD.
Ref. Number: A19243

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Our records reflect a general partner listed on your annual report form was administratively dissolved or its certificate of authority was revoked by this office. Because section 620.177, F.S., requires all non-individual general partners to be active on our records, the general partner must be reinstated before we can process your limited partnership annual report form. Enclosed please find the appropriate form and instructions to reinstate the general partner. Please note the fees to reinstate the general partner total \$750.00.

Please note that an additional \$150 must be submitted to cover the fees for the year 1999 if your reinstatement is not returned prior to January 1, 1999.

If we have had no written response within 60 days of this letter, we will consider your document abandoned.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF

FLEETWOOD ASSOCIATES, LTD.

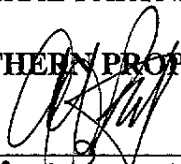
THIS CERTIFICATE OF AMENDMENT OF CERTIFICATE OF LIMITED PARTNERSHIP of Fleetwood Associates, Ltd. (the "Partnership"), duly executed this 1st day of March, 1999 by Southern Property Planners, Inc., a general partner, is being filed in accordance with Section 620.109 of the Florida Partnership Laws, and shall be effective as of January 1, 1999.

1. The name of the limited partnership is Fleetwood Associates, Ltd., and its principal place of business and mailing address is 5001 Phillips Highway, 7-B, Jacksonville, Florida 32207.
2. The Certificate and Agreement of Limited Partnership was filed on February 27, 1985, and amendments thereto were subsequently filed on April 4, 1986 and on August 19, 1987.
3. TWK, Inc. has withdrawn as a general partner of the Partnership.
4. Southern Property Planners, Inc. is the sole general partner of this Partnership, and its office is located at 5001 Phillips Highway, 7-B, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed and sworn to as of the date first written above.

GENERAL PARTNER:

SOUTHERN PROPERTY PLANNERS, INC.

By: 
Its: President

143570

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 4:03

THIRD AMENDMENT TO
CERTIFICATE AND AGREEMENT OF
LIMITED PARTNERSHIP OF

FLEETWOOD ASSOCIATES, LTD.

THIS THIRD AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF FLEETWOOD ASSOCIATES, LTD. (the "Third Amendment") is executed as of this 1st day of March, 1999, by and among SOUTHERN PROPERTY PLANNERS, INC., a Florida corporation (the "General Partner"), TWK, Inc., a Florida corporation, and the limited partners listed on Schedule "A" attached hereto and made a part hereof (the "Limited Partners"). The effective date of this Third Amendment shall be January 1, 1999.

WITNESSETH:

WHEREAS, FLEETWOOD ASSOCIATES, LTD. (the "Partnership") is a Florida limited partnership governed pursuant to that certain Certificate and Agreement of Limited Partnership (the "Partnership Agreement"), dated February 22, 1985, by and among the General Partners and the Limited Partners, as amended by the Amendment to Certificate and Agreement of Limited Partnership of Fleetwood Associates, Ltd. Amending Allocation of Net Profits and Net Losses, dated February 22, 1985, and by the Amendment to Agreement of Limited Partnership of Fleetwood Associates, Ltd., dated July 21, 1987; and

WHEREAS, Section 11.04 of the Partnership Agreement authorizes the amendment of the Partnership Agreement by a general partner as such amendment may be required by law or pursuant to the provisions of the Partnership Agreement; and

WHEREAS, Section 11.01 of the Partnership Agreement requires the Partnership Agreement to be amended and recorded in due form of law when an additional Limited Partner is admitted and when a general partner withdraws voluntarily or involuntarily and the business is continued; and

WHEREAS, TWK, Inc. has withdrawn as a general partner, Southern Property Planners, Inc. has elected to continue the business of the Partnership pursuant to Section 9.01 of the Partnership Agreement and pursuant to Section 620.157 of the Florida Partnership Laws (1998), and TWK, Inc. desires to convert its interest in the Partnership to that of a Class B Limited Partner; and

WHEREAS, certain other amendments to the Partnership Agreement and the attached Schedule "A" have become necessary as a result of the above-described changes;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby unanimously agree as follows:

1. A.T. Parsons, Jr. and Tucker W. King, owners of a majority in interest of the Partnership, hereby consent to the withdrawal of TWK, Inc. as a general partner of the Partnership and waive any notice of such withdrawal required under the Partnership Agreement.

2. Southern Property Planners, Inc. hereby elects to continue the business of the Partnership as the sole general partner of the Partnership pursuant to Section 9.01 of the Partnership Agreement.

3. The interest of TWK, Inc. is hereby converted to that of a Class B Limited Partner to the Partnership.

4. Section 4.01(a)(i) (Allocation of Net Operating Income, Losses and Credits) of the Partnership Agreement is hereby amended to read as follows:

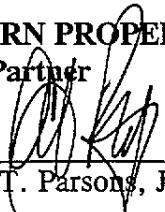
(i) 0.5% to the General Partner, 9.6% to the Class A Limited Partners, and 89.9% to the Class B Limited Partners, until such time as the total net losses allocated to the General Partner under this Section 4.01(a)(i) equals \$555,000.

5. Schedule "A" of the Partnership Agreement is hereby deleted in its entirety and the revised Schedule "A" attached hereto shall be substituted in its stead.

6. The Partnership Agreement, except as amended hereby, shall continue in full force and effect and in accordance with the terms and conditions therein and the Partnership shall continue in existence in accordance with the Partnership Agreement.

IN WITNESS WHEREOF, this Third Amendment to Agreement of Limited Partnership has been executed and sworn to as of the date first above written.

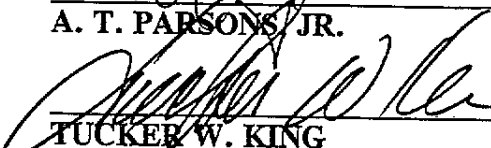
SOUTHERN PROPERTY PLANNERS, INC.,
General Partner

By: 
A.T. Parsons, Jr., President

TWK, INC.

By: _____
Tucker W. King, President



A. T. PARSONS, JR.

TUCKER W. KING

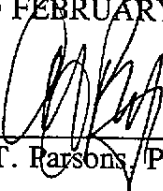
COASTAL NURO-PSYCHIATRIC
ASSOCIATES P.A. MONEY PURCHASE
PENSION PLAN F/B/O/ ELLIS F. MUTHER,
M.D.

JANE MOORE STUBBS, TRUSTEE UNDER
THAT CERTAIN TRUST DATED
DECEMBER 17, 1982

EASTERN CAROLINA INTERNAL
MEDICINE, P.A. PROFIT SHARING PLAN
AND TRUST F/B/O NEIL C. BENDER, M.D.

EASTERN CAROLINA INTERNAL
MEDICINE, P.A. PROFIT SHARING PLAN
AND TRUST F/B/O RONALD A. PRESTON,
M.D.

BY SOUTHERN PROPERTY PLANNERS,
INC., UNDER POWER OF ATTORNEY,
DATED FEBRUARY 27, 1985



By: A.T. Parsons, President

Schedule "A"

CAPITAL CONTRIBUTIONS OF
FLEETWOOD ASSOCIATES, LTD.

<u>Partner</u>	<u>Address</u>	<u>Original Capital Contribution</u>	<u>Interest in Partnership Capital</u>
Southern Property Planners, Inc. - Managing General Partner	5001 Phillips Highway, 7-B, Jacksonville, Florida 32207		.500%
TWK, Inc. - Class B Limited Partner	1030 First Union Bank Building, Jacksonville, Florida 32202		.500%
Coastal Neuro-Psychiatric Associates P.A. Money Purchase Pension Plan f/b/o Ellis F. Muther, M.D. - Class A Limited Partner	1706 River Drive New Bern, N.C. 28560	\$4,000	13.333%
Jane Moore Stubbs, Trustee under that certain trust dated December 17, 1982 - Class A Limited Partner	5317 Trent Woods New Bern, N.C. 28560	\$4,000	13.333%
Eastern Carolina Internal Medicine, P.A. Profit Sharing Plan and Trust f/b/o Neil C. Bender, M.D. - Class A Limited Partner	2427 Tram Road New Bern, N.C. 28560	\$2,000	6.667%
Eastern Carolina Internal Medicine, P.A. Profit Sharing Plan and Trust f/b/o Ronald A. Preston, M.D. - Class A Limited Partner	1402 Green Springs Road, New Bern, N.C. 28560	\$2,000	6.667%
A.T. Parsons, Jr. - Class B Limited Partner	5001 Phillips Highway, 7-B, Jacksonville, Florida 32207	\$9,000	29.500%
Tucker W. King Class B Limited Partner	1030 First Union Bank Building, Jacksonville, FL 32202	\$9,000	29.500%