

A 19429

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Sunset Villas on Chieftand, Ltd. (Corporation Name) A 19429 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Wrthdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

LP- 52.50
CERT 52.50

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SECRETARY OF STATE
CORPORATION DIVISION
00 NOV 21 AM 10:35
TALLAHASSEE, FLORIDA

Examiner's Initials 3K
11/21

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
SUNSET VILLAS OF CHIEFLAND, LTD.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on the 15th day of December, 1986, as further amended on the 20th day of November, 2000, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

1. The General Partner's name and address is as follows:

Sunset Villas of Chiefland, LLC.
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302
2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Second Amendment to Agreement of Limited Partnership pursuant to Exhibit A attached hereto.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate as of the 20th day of November, 2000.

SUNSET VILLAS OF CHIEFLAND, LLC.
A Florida Limited Liability Company
SOLE GENERAL PARTNER

By: Thomas F. Flynn
Thomas F. Flynn, Manager

Exhibit "A"

SECOND AMENDMENT TO
AGREEMENT OF LIMITED PARTNERSHIP FOR
SUNSET VILLAS OF CHIEFLAND, LTD.

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TALLAHASSEE, FLORIDA

THIS SECOND AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP FOR SUNSET VILLAS OF CHIEFLAND, LTD. ("Amendment"), is made and entered into effective as of the 20 day of November, 2000, by and among THOMAS F. FLYNN, as withdrawing general partner (the "Withdrawing General Partner") JUDY L. FLYNN, as the limited partner (the "Limited Partner"), and SUNSET VILLAS OF CHIEFLAND, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, SUNSET VILLAS OF CHIEFLAND, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement of Limited Partnership dated March 1, 1985 which was filed with the Secretary of State of the State of Florida on March 20, 1985 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amendment to Agreement of Limited Partnership dated December 15, 1986 and filed with the Secretary of State of the State of Florida on April 2, 1987 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner is transferring his entire right, title and interest as the General Partner in the Partnership to the Substitute General Partner, as of the effective date herewith; and

WHEREAS, the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's consent to all of the following: (i) having Thomas F. Flynn withdraw as General Partner; (ii) having Sunset Villas of Chiefland, LLC admitted as the new and sole General Partner; and (iii) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

(1) Article II, Principal Place of Business, shall be amended by replacing the designation of the principal place of business of the Partnership with "516 Lakeview Road, Unit 8, Clearwater, Florida 33756-3302."

(2) Section 3.11 shall be amended and restated as follows:

"General Partner means Sunset Villas of Chiefland, LLC (as the successor to Thomas F. Flynn), or other Persons that succeed it in that capacity."

Exhibit A

(3) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(4) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(5) By signing this Amendment, all parties below hereby consent to the withdrawal of Thomas F. Flynn as the General Partner, and the admission of Sunset Villas of Chiefland, LLC as the new sole General Partner of the Partnership.

IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above.

SUBSTITUTE GENERAL PARTNER:

SUNSET VILLAS OF CHIEFLAND
a Florida limited liability company

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TALLAHASSEE FLORIDA

ATTEST:

Linda Sadlon
Print Name: LINDA SADLON

By: Thomas F. Flynn
Thomas F. Flynn, Manager

WITHDRAWING GENERAL PARTNER:

WITNESSES:

Linda Sadlon
Print Name: LINDA SADLON

Thomas F. Flynn
THOMAS F. FLYNN

Nancy R. Poling
Print Name: NANCY R. POLING

LIMITED PARTNER:

WITNESSES:

Linda Sadlon
Print Name: LINDA SADLON

Judy L. Flynn
JUDY L. FLYNN

Nancy R. Poling
Print Name: NANCY R. POLING

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TALLAHASSEE, FLORIDA

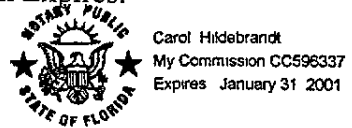
STATE OF FLORIDA
COUNTY OF PINELLAS

On this 20 day of November, 2000, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me **Thomas F. Flynn**, both individually and as Manager of Sunset Villas of Chiefland, LLC, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of Sunset Villas of Chiefland, LLC, as Substitute General Partner of the Partnership and for the purposes therein contained.

IN WITNESS HEREOF, I HEREUNTO set my hand and affixed my seal on the date and year first written above.

Carol Hildebrandt
NOTARY PUBLIC
Print Name: Carol Hildebrandt
Commission No. _____
My Commission Expires: _____

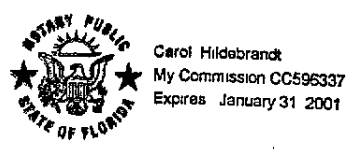
STATE OF FLORIDA
COUNTY OF PINELLAS



On this 20 day of November, 2000, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me **Judy L. Flynn**, the Limited Partner, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and he acknowledged to me that he executed and delivered the same as the Limited Partner and for purposes contained herein.

IN WITNESS HEREOF, I HEREUNTO set my hand and affixed my seal on the date and year first written above.

Carol Hildebrandt
NOTARY PUBLIC
Print Name: Carol Hildebrandt
Commission No. _____
My Commission Expires: _____



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