



A30521

ACCOUNT NO. : 072100000032

REFERENCE : 700428 5011226

AUTHORIZATION : *Patricia Pyzik*

COST LIMIT : \$ 105.00

ORDER DATE : February 10, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 700428-010

CUSTOMER NO: 5011226

CUSTOMER: Ms. Wendi M. Soudas
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

300002426633--7

A30521

DOMESTIC AMENDMENT FILING

NAME: SCHRIMSHER LAND FUND VII, LTD.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
98 FEB 10 AM 11:41
DIVISION OF CORPORATION

2/10/98

AK

**THIRD AMENDMENT TO CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
OF
SCHRIMSHER LAND FUND VII, LTD.**

The Certificate and Agreement of Limited Partnership of Schrimsher Land Fund VII, Ltd. (the "Partnership") is hereby amended by the general partner of the Partnership, in accordance with Sections 620.109 and 620.114, Florida Statutes, as follows:

1. Article 4 of the Certificate and Agreement of Limited Partnership, which was originally filed on August 21, 1990 and first amended on September 10, 1990 and again amended on January 14, 1991, is hereby amended and restated in its entirety to change the name of the Partnership's general partner. This new general partner was substituted for, and took the place of the prior general partner, J.S. Schrimsher, Ltd., effective as of January 31, 1998 upon the execution of that certain First Amendment to the First Amended and Restated Agreement of Limited Partnership of Schrimsher Land Fund VII, Ltd. Such amendment and substitution of general partner was in accordance with the terms of Section 3.5, and pursuant to Sections 7.6 and 11.1(b)(iii) of the Partnership's First Amended and Restated Agreement of Limited Partnership.

4. Name and Business Address of the General Partner. The General Partner of the Partnership is JSS of Orlando, Inc., a Florida corporation, whose address is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.

2. Ratification. The Certificate and Agreement of Limited Partnership will remain unchanged in all other respects and shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has sworn to and executed this Amendment this 6th day of February, 1998.

WITNESSES:

Wanda J. Pauland
Kerry A. Fowler

GENERAL PARTNER:

JSS of Orlando, Inc., a Florida corporation

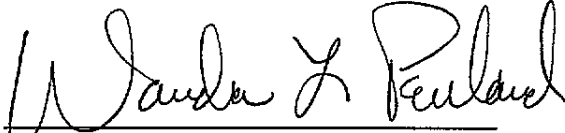
By: [Signature]

Name: J. Steven Schrimsher
Its: President

pg 8000004659

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by J. Steven Schrimsher, in his capacity as President of JSS of Orlando, Inc., a Florida corporation, who is personally known to me or has produced _____ as identification and who did/did not take an oath.


(Signature)

Wanda L. Penland
(Print Name)
Notary Public
My Commission Expires:

\\nar\jkm\schrim\sub_vii.clp

