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Amendment

Filed 1-14-91

4pgs.

State of Florida



Department of State

I certify that the attached is a true and correct copy of Amendment to the Certificate of Limited Partnership, filed on January 14, 1991, for SCHRIMSHER LAND FUND VII, LTD., a Florida Limited Partnership, as shown by the records of this office.

The document number of this Limited Partnership is A30521.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
15th day of January, 1991.



Handwritten signature of Jim Smith in cursive script.

Jim Smith
Secretary of State

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A-30521

FILED

AMENDMENT NO. 2 TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF
SCHRIMSHER LAND FUND VII, LTD.

NOV 14 PM 2:15
STATE OF FLORIDA

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, pursuant to 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 (Document No. A30521) and amended on September 10, 1990, is hereby amended and restated in its entirety as follows to correct the name of the Partnership's general partner. The correct name of the general partner, a Florida limited partnership, is J.S. Schrimsher, Ltd. However, in the September 10, 1990 Amendment to the Partnership's Certificate and Agreement of Limited Partnership, the general partner's name was incorrectly stated to be Schrimsher, Ltd.

4. Name and Business Address of the General Partner. The General Partner of the Partnership is J.S. Schrimsher, Ltd., a Florida limited partnership, 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 parties have sworn to and executed this Agreement this 11th day of January, 1991.

GENERAL PARTNER:

J.S. SCHRIMSHER, LTD.,
a Florida limited partnership

WITNESSES:

Janet Broward
Greg A. Jordan

By: [Signature]
J. Steven Schrimsher
General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared J. Steven Schrimsher, individually, and as General Partner of J.S. Schrimsher, Ltd., to me well known, and he signed and swore to the foregoing instrument as such partner of said partnership, and I FURTHER CERTIFY that I know the said person making said acknowledgment to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this 11th day of January, 1991.



NOTARY PUBLIC

(NOTARIAL SEAL)

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: MAR. 3 1994
BONDED THRU NOTARY PUBLIC UNDERWRITERS.