700000005 OFFICE USE (Address) (Phone #) (City, State, Zip) OFFICE USE ONLY 800002257628--08/05/97--01018---001 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): ***3815.00 ***1802.50 (Corporation Name) (Corporation Name) (Document #) Walk in Certified Copy Pick up time Will wait Certificate of Status Mail out Photocopy J. IAX FILING . R. AGENT FEE AMENDMENTS NEW FILINGS C. COPY -Amendment **Profit** TOTAL .. N. BANK Resignation of R.A., Officer/Director NonProfit BALANCE DUE Change of Registered Agent **Limited Liability** CEHND Domestication Dissolution/Withdrawal Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials

CR2E031(9/92)

HOUSING PARTNERS OF PANAMA CITY, FL., LTD. SUPPLEMENTAL AFFIDAVIT OF LIMITED PARTNERS' CAPITAL CONTRIBUTIONS

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Before me this day personally appeared William E. Holland, III, Vice President of Royal American Development, Inc., a State of Florida corporation, who is the General Partner of Housing Partners of Panama City, Fl., Ltd. who being duly sworn, deposes and says that:

1. The name, address and value of the capital contributions of the limited partners of the Housing Partners of Panama City, Fl., Ltd., as of July 29, 1997, are as follows:

First Spectrum, Inc. 1002 West 23rd Street, Suite 400 Panama City, Florida 32405 \$ 820,518.00

2. The amount of capital contributions by any future limited partners has not yet been determined.

GENERAL PARTNER:

Royal American Development

William E. Holland, III

Vice President

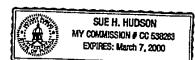
STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 20th day of July, 1997, before me personally appeared William E. Holland, III, a duly appointed officer of Royal American Development, Inc., General Partner, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

XX	To me personally known
	Identified by Driver's License Number
	Issued by the State of



Notary Public, State of Florida
Printed Name: SUE H. HUOSON
Commission No.: C.538263
Date Commission Expires: March 7, 2000

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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP PURSUANT TO FLORIDA STATUTES 620.109

OF

HOUSING PARTNERS OF PANAMA CITY, FL., LTD.

A. Name

HOUSING PARTNERS OF PANAMA,

CITY, FL., LTD.

B. Address :

1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

C. Registered Agent

Robert F. Henry, III

1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

D. General Partner

Royal American Development, Inc.

1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

E. Mailing Address

1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

F. Latest Dissolution Date

December 31, 2058

G. Date of Filing of

Original Certificate

February 28, 1997

H. Date of Amended

Certificate

July 29, 1997

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Housing Partners of Panama City, Fl., Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

William E. Holland, III

Vice President

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this 20th day of July, 1997, before me personally appeared William E. Holland, III, a duly appointed officer of Royal American Development, Inc., General Partner, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that he is a party to the foregoing and annexed Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Housing Partners of Panama City, Fl., Ltd., and that the facts relating to the said William E. Holland, III set forth in said Agreement are true and correct, and the said William E. Holland, III acknowledged to me that he executed said Agreement as his free act and deed.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

XX	To me personally known	
	Identified by Driver's License Numb	oer
	Issued by the State of	

SUE H. HUDSON MY COMMISSION # CC 538263 EXPIRES: March 7, 2000

Notary Public, State of Florida Printed Name: SUE HUDSON

Commission No.: CC 538243

Date Commission Expires: March 7,2000