

A98000002538



ACCOUNT NO. : 072100000032
 REFERENCE : 268702 4381472
 AUTHORIZATION : *Patricia Pizut*
 COST LIMIT : \$ 105.00

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 JUN -9 PM 4: 31

ORDER DATE : June 9, 1999
 ORDER TIME : 2:29 PM
 ORDER NO. : 268702-005
 CUSTOMER NO: 4381472
 CUSTOMER: Ms. Laurie Bergstresser
 Broad And Cassel
 Suite 1100
 390 North Orange Avenue
 Orlando, FL 32801

30000289955-7

DOMESTIC AMENDMENT FILING

NAME: SEMINOLE CO. STATE ROAD 46, LTD.

699A00031244
EFFECTIVE DATE:

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 DIVISION OF CORPORATIONS
 99 JUN -9 PM 4: 31

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

RECEIVED
 99 JUN -9 PM 3: 19
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: *BJK*

6/9/99

**SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SEMINOLE CO. STATE ROAD 46, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of SEMINOLE CO. STATE ROAD 46, LTD., a Florida limited partnership (the "Partnership"), submit the following:

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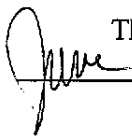
1. The current name of the Partnership is SEMINOLE CO. STATE ROAD 46, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was November 12, 1998 (the "Certificate"), which Certificate was amended pursuant to the filing of that certain Amendment to Certificate of Limited Partnership filed with the Florida Secretary of State on December 23, 1998 and that certain Amendment to Certificate of Limited Partnership filed with the Florida Secretary of State on May 21, 1999 (the "Amendment to the Certificate") (the Certificate and the Amendments to the Certificate are hereinafter collectively referred to as the "Original Certificate").
3. Paragraph 3 of the Original Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

3. The name and business address of the general partner is:

CED CAPITAL HOLDINGS XII, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

A99 00000829

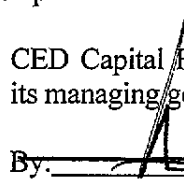
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 The undersigned have hereunto set their hands and seals effective as of the 10 day of _____, 1999.

WITHDRAWING GENERAL PARTNER

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership

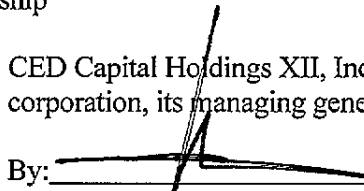
By: CED Capital Holdings IX, Inc., a Florida corporation,
its managing general partner

By: 
Alan H. Ginsburg, President

INCOMING GENERAL PARTNER:

CED CAPITAL HOLDINGS XII, LTD., a Florida limited Partnership

By: CED Capital Holdings XII, Inc., a Florida corporation,
its managing general partner

By: 
Alan H. Ginsburg, President