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(Address)

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(City/State/Zip/Phone #)

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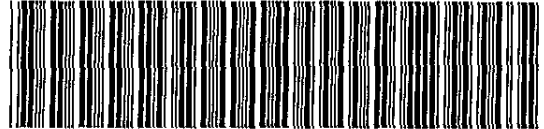
(Business Entity Name)

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U.S. DEPARTMENT OF JUSTICE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

European Holdings III Limited Partnership

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Dept. of State on 12/30/1999, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: amendment(s): (Indicate articles number(s) being amended, added, or deleted)

Article 2 is amended by changing the address of the office at which the records of the Limited Partnership will be kept by §620.105 of the Florida Statutes to:

Group IV Properties, LLC
6900 Southpoint Drive North, Suite 250, Jacksonville, FL 32216

Article 4 is amended by removing Elm REI, LLC as a general partner and adding Elm Street III, LLC as the new general partner. The name and address of the sole General Partner of the Limited Partnership is:

Elm Street III, LLC *M03-1158*
C/o Mr. Victor R. Fransen, Member-Manager
8221 Old Courthouse Road, Suite 204
Vienna, Virginia 22182

Article 5 is amended to change the address of the Limited Partnership to:

8221 Old Courthouse Road, Suite 204
Vienna, Virginia 22182

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State:

THIRD: Signature(s)

Signature of current general partners: ELM REI, LLC

By: See Attached
Eric E.E. Bessum, President

Note: General Partner Elm REI, LLC withdrew as General Partner effective February 1, 2003. See attached Notice of Withdrawal of General Partner prepared in accordance with Florida Statute Section 620.142. Elm REI, LLC is not available to execute this Certificate of Amendment

Signature(s) of new general partner(s), if applicable:

ELM STREET III, LLC

By: 

Victor R. Fransen, Member-Manager

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CLERK OF THE COURT
JANESVILLE, FLORIDA

NOTICE OF WITHDRAWAL OF GENERAL PARTNER

As a Limited Partner of European Holdings, III Limited Partnership (the "Limited Partnership"), you are aware that ELM REL, LLC is named as the general partner (the "General Partner") of the Limited Partnership.

In accordance with Florida Statutes Section 620.142, a general partner may withdraw from a limited partnership at any time by giving written notice to the other partners of the limited partnership. The Limited Partnership Agreement of European Holdings, III Limited Partnership permits the General Partner to withdraw as the general partner of the Limited Partnership.

Based upon the above, ELM REL, LLC hereby provides notice to the remaining partners of the Limited Partnership that it withdraws as the General Partner of the Limited Partnership.

This Notice, and the withdrawal of the General Partner, shall be effective this 1st day of February, 2003.

GENERAL PARTNER:
ELM REL, LLC

By 
Eric E. Bessem, President

CLERK OF DISTRICT COURT
JANUARY 15, 2003

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