November 19, 2001

Department of State   200004692492---2
Division of Corporations   -11/26/01--01028--007
Corporate Filings   ***1750.00 ***1750.00
P.O. Box 6327
Tallahassee, FL 32314

ATTN: Amendment Section

To Whom It May Concern:

    This letter is written as a request for the filing of and Amendment to the Certificate of Limited Partnership of Cayo Grande Bluewater Apartment, Ltd., Document Number: A00000001499.

AMENDMENT OF CAPITAL CONTRIBUTIONS:

    Total amount of capital to be contributed by the limited partners is now - $1,200,000.

       Filing Fee   = $1,750.00

    Enclosed is a check in the amount of $1,750.00 to cover the costs incurred in filing this document with a certified copy returned to us.

    Thank you for your help. If you should have any questions regarding this request please do not hesitate to call me at 850/897-6430 ext. 11.

             Sincerely,

             Helene R. Harris
             Controller/Office Manager

Enclosure

Cayo Grande Bluewater Apartment, Ltd.,
a Florida Limited Partnership

SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, being the sole general partners of **Cayo Grande Bluewater Apartment, Ltd.,** a Florida Limited Partnership, certifies:

The original Affidavit of Capital Contributions for this Partnership was filed on September 29, 2000 and the amount of capital contribution of the limited partner as set forth therein of ONE THOUSAND AND 00/100THS DOLLARS ($1,000.00) has been paid.

Pursuant to a Substituted Agreement of Limited Partnership, the total amount of capital to be contributed by the limited partners has been increased to ONE MILLION TWO HUNDRED THOUSAND DOLLARS ($1,200,000), which amount has now been fully contributed.

Signed this 19th day of November 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:
Southern Ventures of Okaloosa County, Inc.

By: Lowell C. Larson, Jr., Its President

01 NOV 26 PM 1: 57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS