

FROM: HOLLAND & KNIGHT

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Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

VICTORIA PLACE APARTMENTS, LTD.

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
VICTORIA PLACE APARTMENTS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, Victoria Place Apartments, Ltd., a Florida limited partnership, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: The name of the limited partnership is Victoria Place Apartments, Ltd.

SECOND: The limited partnership's Certificate of Limited Partnership was filed with the Florida Department of State on April 4, 2001.

THIRD: Article 4 of the Certificate of Limited Partnership of the limited partnership is hereby amended to read in its entirety as follows:

4. General Partner: The name and business address of the general partner of the limited partnership are as follows:

KGH Corporation 901-75366
730 Bonnie Brac Street
Winter Park, Florida 32789

FOURTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

FIFTH: P.A.C. Land Development Corporation has withdrawn as general partner of the limited partnership, the partners of the limited partnership have elected to continue the business of the limited partnership under Section 620.157, Florida Statutes, and KGH Corporation has been admitted as the new general partner of the limited partnership.

The undersigned withdrawing general partner and new general partner of the limited partnership hereby execute this Certificate of Amendment to the Certificate of Limited Partnership this 23rd day of August, 2001.

WITHDRAWING GENERAL PARTNER:

NEW GENERAL PARTNER:

P.A.C. LAND DEVELOPMENT
CORPORATION, a Florida Corporation

KGH CORPORATION,
a Florida corporation

By: _____
Name: To (AUGUST 11)
Title: PRES.

By: _____
Name: To (AUGUST 11)
Title: PRES.

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