

CYPRESS FINANCIAL

13340 West Colonial Drive, Suite 220
Winter Garden, Florida 34787

April 10, 2002

A010000001391

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800005253748--9
-04/11/02--01047--002
*****61.25 *****61.25

Re: Amendment to Certificate of Limited Partnership- Flowerwood II Limited Partnership

To Whom It May Concern:

Enclosed please find an Amendment to Certificate of Limited Partnership for filing. Also enclosed is check in the amount of \$78.75 representing payment as follows:

Fee for filing Amendment	\$52.50
Certified copy of Amendment	<u>\$ 8.75</u>
TOTAL	\$61.25

If you have any difficulties filing these Articles or need any additional information, please contact me at (407) 654-4336. Thank you in advance for your assistance.

Very truly yours,

Eric C. Reinhardt

Eric C. Reinhardt
President

ECR/ns
Enclosure

APPROVED
AND
FILED
02 APR 11 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP 4/15/02

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
of
FLOWERWOOD II LIMITED PARTNERSHIP**

1. Name: Flowerwood II Limited Partnership
2. Date of Filing of Certificate of
Limited Partnership: October 11, 2001

3. Amendment:

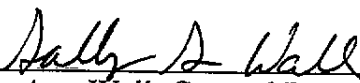
Withdrawal of the following general partner:

Eric C. Reinhardt

Admission of the following general partner:

Sally Ann Wall
c/o Flowerwood Nursery
P.O. Box 665
Loxley, Al 36551

Signed this 14 day of December, 2001.


Sally Ann Wall, General Partner

02 APR 11 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED