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Reply To: Miami Office

October 6, 1999

Secretary of State of Florida  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Amendment to Certificate of  
Limited Partnership of  
BCC Apartments, Ltd.

500003009765--8  
-10/08/99--01055--012  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

500003009765--8  
-10/22/99--01094--001  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Gentlemen:

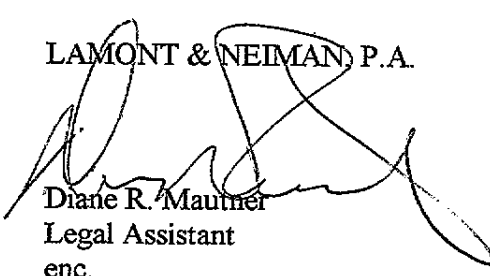
Enclosed for filing, please find an Amendment to Certificate of Limited Partnership of BCC Apartments, Ltd.

Also enclosed, please find our cost check of \$43.75.

Please forward to us a certified copy of the Amendment. A pre-addressed stamped envelope is enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Mautner  
Legal Assistant  
enc.

FILED  
99 OCT 22 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JB-22-99

**AMENDMENT TO**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**BCC APARTMENTS, LTD.**

This Amendment to Certificate of Limited Partnership dated Sept 24, 1999, has been duly executed and is filed pursuant to section 620.109 of the Florida Revised Uniform Limited Partnership Act (the "Act") to amend the Certificate of Limited Partnership of BCC Apartments, Ltd. (the "Partnership") under the Act.

1. **Name.** The name of the limited partnership is BCC Apartments, Ltd.
2. **Date of Filing.** The date of filing the original Certificate of Limited Partnership was March 9, 1971.
3. **Amendment.** Paragraph 4 of the Certificate of Limited Partnership is amended by deleting Bud H. Rice as the general partner and inserting Bud Rice, Trustee, Bud Rice Revocable Trust u/t/a dated July 19, 1995 as the general partner.
4. Bud H. Rice consented to his withdrawal as general partner of the Partnership pursuant to the Assignment of General Partnership Interest dated 9/24, 1999, a copy of which is filed with this amendment.
5. Except as amended hereby, the Certificate of Limited Partnership of BCC Apartments, Ltd. shall remain in full force and effect.

**EXECUTED** on the date written first above.

By: \_\_\_\_\_

Bud H Rice  
Bud Rice, Trustee  
Bud Rice Revocable Trust u/t/a dated July 19, 1995  
Sole General Partner

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**ASSIGNMENT OF GENERAL PARTNERSHIP INTEREST  
AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT**

**FOR VALUE RECEIVED**, the undersigned (the "Assignor"), does hereby sell, transfer and assign to BUD RICE, Trustee, BUD RICE REVOCABLE TRUST u/t/a dated July 19, 1995 (the "Assignee"), all of his right, title and interest in his general partner interest in BCC APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), which interest (hereinafter "Partnership Interest") is a twenty-five (25%) percent General Partner interest of the total Interests of all (General and Limited) Partners in the Partnership, subject to the representations and conditions hereof and the approval of this Assignment by all of the Partners of the Partnership.

Assignor warrants to Assignee that (i) attached hereto is a true, correct and complete copy of the Limited Partnership Agreement of BCC APARTMENTS, LTD., (the "Partnership Agreement") as of the date hereof, and (ii) Assignor owns the Partnership Interest free and clear of any lien, encumbrance, security interest or restrictions, except for the restrictions contained in the Partnership Agreement.

Assignee, by the acceptance of this Assignment, accepts the Partnership Interest subject to (i) the terms and conditions of the Partnership Agreement, together with all amendments thereto, a true, correct and complete copy of which has been furnished to Assignee, and (ii) the liens, subleases, rights of parties in possession, reservations, restrictions, declarations and easements currently encumbering the real property and leasehold interests owned by the Partnership as of the date hereof and which have been specifically disclosed to the Assignee.


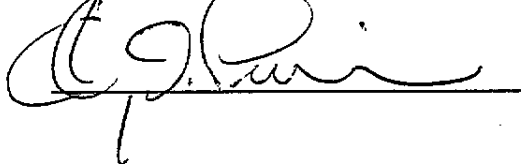
Further, this Assignment shall serve as an agreement by and between the undersigned to amend the Limited Partnership Agreement of the BCC Apartments, Ltd., as amended, originally dated March 4, 1971 effective with the execution of this Assignment that Bud Rice, Trustee of the Bud Rice Revocable Trust u/t/a dated July 19, 1995 will be the General Partner of the Partnership.

Effective with the execution of this Assignment, Assignee shall have the right to:


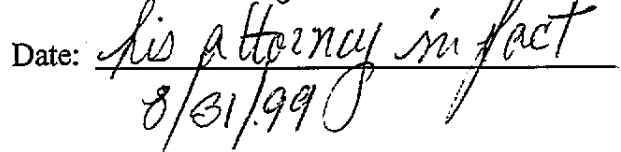
1. Share in the Net Profits and Losses of, and receive distributions of Cash and other compensation, if any, to which the Assignor would otherwise be entitled;
2. The return from the Partnership of the contribution of the Assignor, if any, to the capital of the Partnership; and
3. Be the General Partner and exercise all rights and privileges which the Assignor, as General Partner, had in the Partnership.

**IN WITNESS WHEREOF**, the parties hereto have executed this Assignment the date set forth below.

WITNESSES:

ASSIGNOR:

  
Bud Rice  
Date:   
8/31/99

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The undersigned Assignee accepts the Assignment of the Partnership Interest herein described.

WITNESSES:

*Jack H. [Signature]*  
*Bud Rice*

ASSIGNEE:

*B. C. [Signature]*  
Bud Rice, Trustee, Bud Rice Revocable Trust

Date: *9/24/99*

**CONSENT OF ALL PARTNERS**

The undersigned, being all of the Partners of BCC APARTMENTS, LTD., a Florida limited partnership, do hereby consent to the foregoing Assignment of the Partnership Interest to Assignee as of the respective dates set forth below.

WITNESSES:

*Robert S. Lamont*  
*[Signature]*

LIMITED PARTNER:

*Bud Rice* *[Signature]*  
Bud Rice *Attorney in fact*

Date: *8/31/99*

*Shirley Puder*  
*[Signature]*

*[Signature]*  
Daniel M. Rosso

Date: *8/31/99*

*Robert S. Lamont*  
*[Signature]*

*[Signature]*  
Samuel M. Puder

Date: *8/31/99*

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