

WINDSOR REALTY ASSOCIATES, LP

A0200 0001128

03 September 2002

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

Re: Certificate of Amendment to
Certificate of Limited Partnership
Windsor Realty Associates, L P
Document No. A 02000001128
Filed: 16 August 2002

200007546202--6
-09/05/02--01060--001
*****52.50 *****52.50

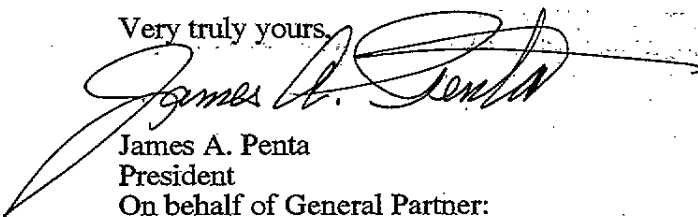
Dear Mr. Secretary:

I enclose herewith duly executed Certificate of Amendment to Certificate of Limited Partnership of the above-referenced limited partnership, together with letter of resignation of the additional general partner, Waterlux, LLC and check of the Managing General Partner in the sum of \$52.50.

The contact person, address and telephone numbers during the day and the name and address of the person to whom acknowledgment should be addressed is as shown on this cover letter, attention of James A. Penta.

Thank you for your attention to this matter.

Very truly yours,



James A. Penta
President
On behalf of General Partner:
Windsor Financial Corp. of FL

JAP:ech

Enclosures

02 SEP -5 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
9-6-02

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

WINDSOR REALTY ASSOCIATES, LIMITED PARTNERSHIP
Document No. A 02000001128.

(Insert name currently on file with Florida Dept. of State)

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 16 August 2002, adopts the following certificate of Amendment to its certificate of limited partnership.

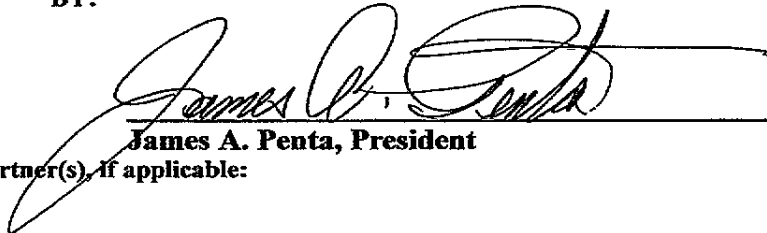
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

The resignation of the additional general partner, Waterlux, LLC is filed herewith in accordance With its' letter of resignation and Article XXV of the AGREEMENT OF LIMITED PARTNERSHIP, entitled, "ADDITIONAL GENERAL PARTNERS:" and Chapter 620, Florida Statutes, Section 620.109.

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 partner: **WINDSOR FINANCIAL CORPORATION OF FLORIDA**
BY:


James A. Penta, President

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

APPROVED
AND
FILED
22 SEP -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA