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December 1, 2003

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

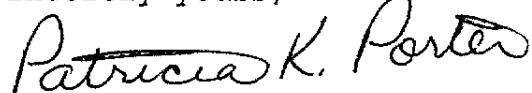
RE: Apalachee East Phase II, Ltd.

Dear Sir/Madam:

Enclosed are two (2) originals of a Certificate of Amendment and Supplemental Affidavit of Limited Partners' Capital Contributions to be placed of record with your office. Please have one set of the documents certified. Also enclosed are checks totaling \$1,907.50 to cover the filing fees and certified copy for the enclosed documents. I have enclosed a Fed Ex envelope for your use. Please use it to return the certified copy.

Thank you for your expeditious handling of this filing request. If you have any questions or there is a problem with the documents we wish to be filed, please be kind enough to give us a call.

Sincerely yours,



Patricia K. Porter

/pp

Enclosures

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
APALACHEE EAST PHASE II, LTD.

A. Name : APALACHEE EAST PHASE II, LTD.

B. Address : 1002 W. 23rd Street
Suite 400
Panama City, Florida 32405

C. Registered Agent : Robert F. Henry, III
1002 W. 23rd Street
Suite 400
Panama City, Florida 32405

D. General Partner : Royal American Development, Inc.
1002 West 23rd Street
Suite 400
Panama City, Florida 32405

E. Mailing Address : 1002 West 23rd Street
Suite 400
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2065

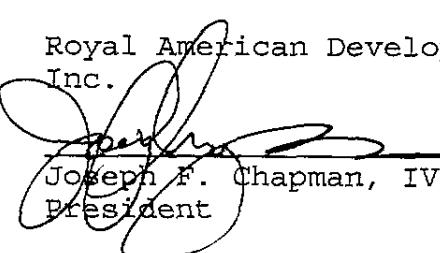
G. Date of Filing of
Original Certificate : July 17, 2003

H. Date of Amended
Certificate : July 18, 2003

Additional terms of the Amendment to the Certificate of Limited Partnership are set forth in the Limited Partnership Agreement and Certificate of Limited Partnership of APALACHEE EAST PHASE II, LTD., which is being filed contemporaneously with and as a part of this Certificate of Amendment to the Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

General Partner:

Royal American Development,
Inc.


Joseph F. Chapman, IV
President

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FLORIDA
TALLAHASSEE, FLORIDA

[SEAL]

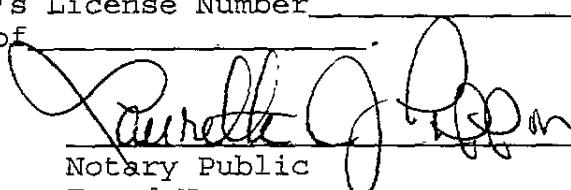
STATE OF Florida
COUNTY OF Bay

I HEREBY CERTIFY that on this 19th day of November, 2003, before me personally appeared JOSEPH F. CHAPMAN, IV, as President of Royal American Development, Inc., who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X

To me personally known
Identified by Driver's License Number _____
Issued by the State of _____



Notary Public
Typed Name _____



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 982572
My Commission Expires 8/27/04

My Commission Expires:
Commission No.:
State of _____

[SEAL]