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May 6, 1997

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: COMPTON PROPERTIES, LIMITED
Second Amendment to Amended and Restated Certificate
of Limited Partnership

Dear Sir or Madam:

Enclosed is a Second Amendment to Amended and Restated Certificate of Limited Partnership of Compton Properties, Limited for filing among the records of the State of Florida. Also enclosed is our check in the amount of \$52.50 to cover the filing fees for this Certificate.

If you have any questions regarding this document, please do not hesitate to contact me.

Very truly yours,

Logan A. Johnson

LAJ:yl
Enclosures
326467

Name	AL5
Availability	
Document	AL
Examiner	
Updated	AL
Updater	
Verifier	AL
Acknowledgement	AL
W.F.V.	AL

**SECOND AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
COMPTON PROPERTIES, LIMITED**

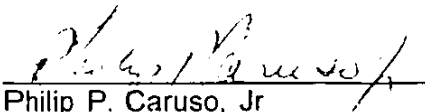
This Second Amendment to Amended and Restated Certificate of Limited Partnership of Compton Properties, Limited (the "Amended and Restated Certificate") is adopted, agreed upon and executed by the undersigned General Partners of Compton Properties, Limited, a Florida limited partnership (the "Partnership") as of the 1ST day of January, 1997.

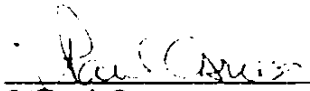
1. Date of Filing of Certificate and Amended and Restated Certificate. The Certificate of Limited Partnership of the Partnership was filed in the Office of the Florida Secretary of State on September 22, 1972 and assigned Limited Partnership Number L.P. A03145. An Amended and Restated Certificate of Limited Partnership of the Partnership was filed in the Office of the Florida Secretary of State on October 2, 1984, which was amended by an amendment filed in such office on August 26, 1985.

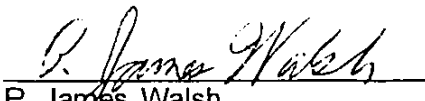
2. Amendment. Joseph M. Caruso, Jr. has withdrawn as a General Partner and has been replaced by J. Paul Caruso who has been admitted as a General Partner to the Partnership. 100 W. Pine Loch St. Orlando, Fl. 32806

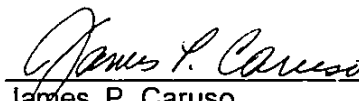
3. Effect of Amendment. Except as amended hereby and by the above-mentioned amendment filed in the Office of the Florida Secretary of State on August 26, 1985, the Amended and Restated Certificate of the Partnership remains in full force and effect.

This Second Amendment was duly executed as of the 1st day of January, 1997 and is being filed in the Office of the Florida Secretary of State pursuant to the provisions of Section 620.109, Florida Statutes.


Philip P. Caruso, Jr.
General Partner


J. Paul Caruso
General Partner


P. James Walsh
General Partner


James P. Caruso
General Partner


Joseph M. Caruso, Jr.
Withdrawn General Partner

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OFFICE OF THE SECRETARY OF STATE
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