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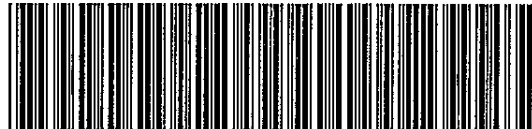
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

**NEXSEN PRUET JACOBS & POLLARD, LLC**  
ATTORNEYS AND COUNSELORS AT LAW

SUE GUITAR ODOM  
ASSOCIATE

DIRECT DIAL  
803-540-2018  
SGOdom@NPJP.com

January 21, 2003

**VIA UPS OVERNIGHT**

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Restated Amendments to Certificates of Limited Partnership


Dear Sir/Madam:

On behalf of the below-listed limited partnerships, we hereby enclose for filing an original and two (2) copies of a Restated Amendment to Certificate of Limited Partnership for each of the limited partnerships listed below and three (3) checks in the amount of \$157.50 to cover the filing fee (\$52.50 for each Amendment) and cost of certified copies (\$52.50 for each copy) for each of the following limited partnerships:

<u>Limited Partnership</u>	<u>Enclosed Filing Fee</u>
Creekwood, Ltd.	\$157.50
The Dunes Apartments, Ltd.	\$157.50
Fulton Hill Apartments, Ltd.	\$157.50
<b>TOTAL ENCLOSED FILING FEE</b>	<b>\$472.50</b>

Please acknowledge receipt of this filing by certifying the two (2) receipt copies of each of the three (3) enclosed Amendments and returning them in the self-addressed, recipient-paid FedEx envelope provided. For your convenience in processing this request, I also have enclosed a copy of the Certificate of Change of Registered Agent for each of the above-listed limited partnerships filed with your office on December 9, 2002. Should you have any questions or require any additional information with respect to the foregoing, please call the undersigned at 803-540-2018.

Very truly yours,

  
Sue Guitar Odom

Enclosures

cc: Janine Sparks (without enclosures)

NPCOL1:610929.1-LT-(SGO) 030338-00001

1441 MAIN STREET, SUITE 1500, COLUMBIA, SC (29201) ■ POST OFFICE DRAWER 2426, COLUMBIA, SC (29202)  
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STATE OF FLORIDA  
DEPARTMENT OF STATE

RESTATED CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF  
FULTON HILL APARTMENTS, LTD.

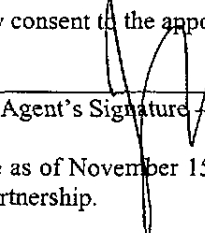
1. The name of the Limited Partnership is Fulton Hill Apartments, Ltd. (the "Partnership").
2. The Certificate of Limited Partnership for the Partnership originally was filed with the Florida Department of State on April 14, 1977, with Amendments subsequently filed on February 9, 1981 and December 9, 2002.

This Restated Certificate of Amendment to Certificate of Limited Partnership amends and restates the Certificate of Amendment to Certificate of Limited Partnership filed with the Florida Department of State on December 9, 2002.

3. The Restated Amendment to the Partnership's Certificate of Limited Partnership is as follows:
  - (a) As authorized by the Agreement of Limited Partnership, as amended, the Partnership hereby elects to adopt the provisions of the Florida Revised Uniform Limited Partnership Act, set forth in Sections 620.101, *et seq.* of the Florida Statutes.
  - (b) The address of the registered office and the name of the registered agent for service of process is as follows:

<u>Name:</u>	<u>Address:</u>
C T Corporation System	1200 South Pine Island Road Plantation, FL 33324 (Broward County)

I hereby consent to the appointment as registered agent of the Partnership

  
**JENNIFER F AULTMAN**  
**ASSISTANT SECRETARY**  
Agent's Signature - C T Corporation System

- (c) Effective as of November 15, 2002, L. K. Tomlinson was removed as the general partner of the Partnership.
- (d) Effective as of November 15, 2002, the remaining partners of the Partnership agreed in writing to continue the business of the Partnership and appointed K&T GP, LLC, a South Carolina limited liability company, as the substitute general partner of the Partnership.
- (e) The name and mailing address of the substitute general partner of the Partnership are:

<u>Name:</u>	<u>Address:</u>
K&T GP, LLC	420 Davega Road Lexington, S.C. 29073
- (f) Except as herein provided, the Certificate of Limited Partnership, as amended, shall remain in full force and effect.

4. The effective date of this Restated Certificate of Amendment to Certificate of Limited Partnership shall be the date of filing.

This Restated Certificate of Amendment to Certificate of Limited Partnership is signed by the withdrawing general partner and the substitute general partner of the Partnership, whose signatures constitute their affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned execute this Restated Certificate of Amendment to Certificate of Limited Partnership to be effective as of the effective date specified herein.


WITHDRAWING GENERAL PARTNER:

Date: January 15, 2003

  
J.K. Tomlinson

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TALLAHASSEE, FLORIDA

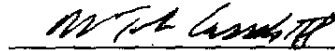
SWORN and subscribed to before me  
this 15 day of January, 2003.

  
\_\_\_\_\_  
(L.S.)  
Notary Public for South Carolina  
My commission expires: 11/07/08


SUBSTITUTE GENERAL PARTNER:

K&T GP, LLC (SEAL)

Date: January 15, 2003

  
By: W. Tobin Cassels, III  
Title: President of K&T GP, LLC and  
Manager of K&T Properties, LLC,  
the sole managing member of  
K&T GP, LLC

SWORN and subscribed to before me  
this 15 day of January, 2003.

  
\_\_\_\_\_  
(L.S.)  
Notary Public for South Carolina  
My commission expires: 4-10-10

CONSENT OF LIMITED PARTNERS

The undersigned, being more than a majority in interest of the limited partners, hereby consent to the foregoing Restated Certificate of Amendment to Certificate of Limited Partnership:

Date: January 15, 2003

W. T. Cassels, Jr.  
W. T. Cassels, Jr.

Rosalie O. Cassels Revocable Trust U/A  
dated April 11, 2002

Date: January 15, 2003

W. T. Cassels, Jr.  
By: W. T. Cassels, Jr.  
Title: Trustee

SWORN and subscribed to before me  
this 15 day of January, 2003.

[Signature] (L.S.)  
Notary Public for South Carolina  
My commission expires: 4-10-10

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