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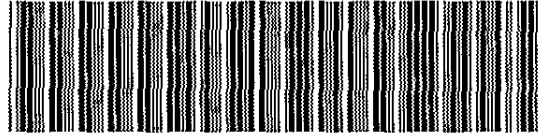
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Amend

1.)

Pembroke Tower, Ltd

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

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SECRETARY OF STATE
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STATE OF FLORIDA)

BROWARD COUNTY)

**EIGHTH AMENDMENT TO SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
AND LIMITED PARTNERSHIP AGREEMENT
OF
PEMBROKE TOWER, LTD.**

THIS EIGHTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP (the "Amendment"), made and entered into effective the 22nd day of October, 2002, by **Arbor Properties, Inc.**, an Alabama corporation formerly known as Pelzer Construction & Development Company, Inc., being the general partner (the "General Partner") of Pembroke Tower, Ltd., a Florida limited partnership ("Partnership"), as follows:

WITNESSETH:

WHEREAS, the Certificate of Limited Partnership and Limited Partnership Agreement of the Partnership was recorded in the office of the Secretary of State of Florida on November 13, 1978; and thereafter amended (the "Agreement"); and

WHEREAS, **William G. Thames** ("Assignor") has assigned a limited partner interest owned in the Partnership to **Arbor Partnership, Ltd.** ("Assignee"); and

WHEREAS, the General Partner desires to amend the Agreement to reflect (i) the assignment of limited partner interests and the admission of a new limited partner, and (ii) the names and percentage interests of all of the partners of the Partnership by virtue of this Amendment.

NOW, THEREFORE, in consideration of the premises and the mutual covenants of the parties, and other good and valuable consideration, the Partnership does hereby adopt the following:

1. Assignor has assigned a 49% limited partner interest in the Partnership to Assignee, and Assignee is hereby admitted as a limited partner of the Partnership.

2. Section 5.2 of the Agreement is hereby deleted and the following is substituted in lieu thereof:

5.4 Investor Limited Partners. The Investor Limited Partners and their respective Partnership Interests are as follows:

<u>Investor Limited Partner</u>	<u>Percentage Interest</u>
William G. Thames	46.0%
Arbor Partnership, Ltd.	49.0%

3. All covenants, terms and conditions of the Agreement, not modified or amended by this Amendment, are hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on this 22nd day of October, 2002.

ARBOR PROPERTIES, INC.

By: [Signature]

Its: President

(GENERAL PARTNER)

This instrument prepared by:
John H. Cooper
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 55727-5527

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