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LIMITED PARTNERSHIP AMENDMENT

PEMBROKE TOWER, LTD.

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STATE OF FLORIDA)

BROWARD COUNTY)

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

THIS NINTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP (the "Amendment"), made and entered into effective the 23rd day of August, 2005, 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, The Gulledge Investment Company, Eugene A. Gulledge, Keith A. Gulledge, and William H. Fuller (collectively referred to as the "Assignors") have assigned special limited partner interests owned in the Partnership to Gulf Union Reinsurance Company, Pelzer Reinsurance, Ltd., and Villas of Windsong, Ltd. (collectively the "Assignees"); and

WHEREAS, the General Partner desires to amend the Agreement to reflect (i) the assignments of special limited partner interests and the admission of three new special limited partners, and (ii) the names and percentage interests of all of the special limited 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. Each of the Assignors has assigned a 1% special limited partner interest in the Partnership to an Assignee, and each Assignee is hereby admitted as a special limited partner of the Partnership.

2. Section 5.3 of the Agreement is hereby deleted and the following is substituted in lieu thereof:

5.3 Special Limited Partners. The Special Limited Partners and their respective Partnership Interests are as follows:

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<u>Special Limited Partner</u>	<u>Percentage Interest</u>
Pelzer Reinsurance, Ltd.	2%
Gulf Union Reinsurance Company	1%
Villas of Windsong, Ltd.	1%

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 3rd day of August, 2005.

ARBOR PROPERTIES, INC.


By: Gordon Thames
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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