



THE UNITED STATES
CORPORATION
COMPANY

A07195

FILED
01 DEC 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 562059 80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 28, 2001

ORDER TIME : 2:31 PM

ORDER NO. : 562059-010

CUSTOMER NO: 80745A

CUSTOMER: Penny Every, Legal Asst
Korey, Sweet, Mckinnon Simpson
Suite A
595 West Granada Boulevard
Ormond Beach, FL 32174

700004743407--4
-12/31/01--01004--010
****105.00 ****105.00

DOMESTIC AMENDMENT FILING

NAME: STONEWOOD APARTMENTS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

BR

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

01 DEC 28 PM 3:07

EXAMINER'S INITIALS: _____

RECEIVED

01 DEC 28 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
STONEWOOD APARTMENTS, LTD., A FLORIDA LIMITED PARTNERSHIP

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to further amend the Certificate of Limited Partnership and Limited Partnership Agreement (the "Certificate") for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. Name. The name of the Partnership is Stonewood Apartments, Ltd.

2. Filing of Certificate. The Certificate was filed on January 16, 1979, with the Florida Secretary of State; was amended by Certificate of Amendment to Limited Partnership Agreement filed March 31, 1982; was further amended by Certificate of Amendment to Limited Partnership Agreement filed April 16, 1982; was further amended by Certificate of Correction to Limited Partnership Amendment filed January 12, 1989; was further amended by Amendment to Limited Partnership Certificate, filed April 13, 1989; was further amended by Certificate of Amendment to Change Registered Agent, dated April 6, 1990; was further amended by Certificate of Amendment dated August 29, 1991; was further amended by Certificate of Amendment dated February 12, 1992; and was finally amended by Certificate of Amendment dated December 10, 1999.

3. Amendment. The Certificate as amended, is hereby amended as follows:

a) In accordance with Article VII of the Limited Partnership Agreement as amended, Willis G. Stose, hereby sells, assigns and transfers his interest in the Limited Partnership to Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992.

b) Willis G. Stose hereby withdraws as a limited partner of the partnership.

c) Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 is hereby substituted as a Limited Partner in place of the withdrawing Limited Partner, Willis G. Stose.

4. The foregoing Certificate of Amendment is hereby adopted by all of the members of the Partnership, and has been executed by the General Partner, withdrawing limited partner, the substituted limited partner and by all limited partners. This withdrawal and substitution is effective on the filing of this Certificate of Amendment for record at the office of the Department of State of

the State of Florida, and on such filing the withdrawal of Willis G. Stose, and substitution of Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 as a substituted limited partner shall be deemed complete and such filing shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

December WITNESS our hands and seals this 20 day of December A.D., 2001.

FILED
DEC 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Denny R. Lurvey
Helen I. Lawrence

WITHDRAWING LIMITED PARTNER:

Willis G. Stose
WILLIS G. STOSE

SUBSTITUTED LIMITED PARTNER:

WILLIS G. STOSE AND DOTTIE S.
STOSE, TRUSTEES OF THE
WILLIS G. STOSE REVOCABLE TRUST
DATED DECEMBER 28, 1992

Denny R. Lurvey
Helen I. Lawrence

Willis G. Stose
WILLIS G. STOSE, TRUSTEE
1350 Whiteside Mountain Road
Highlands, NC 28741

Denny R. Lurvey
Helen I. Lawrence

Dottie S. Stose
DOTTIE S. STOSE, TRUSTEE
1350 Whiteside Mountain Road
Highlands, NC 28741

GENERAL PARTNER:

STONEWOOD OF DUVAL COUNTY, INC.

Denny R. Lurvey
Barbara J. Esch

By: Thurman Gillespy, Jr.
Thurman Gillespy, Jr., M.D.
President
1075 Mason Avenue
Daytona Beach, FL 32117

Penny K. Every
Barbara Eskine

Penny K. Every
Barbara Eskine

Penny K. Every
Carol Dillon

Alberta Gillespy
Willis G. Stose

LIMITED PARTNERS:

Thurman Gillespy, Jr., M.D.
1075 Mason Avenue
Daytona Beach, FL 32117

Gilbert A. Martin, Jr., M.D.
1075 Mason Avenue
Daytona Beach, FL 32117

P. T. Fleuchaus, D.D.S., M.S.D.
855 Mason Avenue
Daytona Beach, FL 32117

Alberta Gillespy
155 Aspenwood Drive
Chagrin Falls, Ohio 44022

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01 DEC 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Willis G. Stose, as withdrawing Limited Partner and Willis G. Stose and Dottie S. Stose as Trustees of the Substituted Limited Partner, WILLIS G. STOSE AND DOTTIE S. STOSE, TRUSTEES OF THE WILLIS G. STOSE REVOCABLE TRUST DATED DECEMBER 28, 1992, who are personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 6th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Penny K. Every
Notary Public

LIMITED PARTNERS SIGNATURE PAGE CONTINUED:

THE PAUL M. DODD, JR., FAMILY TRUST
(restated July 13, 1999) PAUL M.
DODD, JR. and HARRIET H. DODD, CO-
TRUSTEES

Penney R. Quany
Carol A. Dillon

Penney R. Quany
Carol A. Dillon

By: Paul M. Dodd
PAUL M. DODD, JR., CO-TRUSTEE
734 John Anderson Drive
Ormond Beach, FL 32176

By: Harriet H. Dodd
HARRIET H. DODD, CO-TRUSTEE
734 John Anderson Drive
Ormond Beach, FL 32176

FILED
DEC 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Thurman Gillespy, Jr., M.D., who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 10th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Penny K. Every
Notary Public

FILED
DEC 28 PM 4:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Paul M. Dodd, Jr. and Harriet H. Dodd, individually and as Co-Trustees of THE PAUL M. DODD, JR. FAMILY TRUST (restated July 13, 1999) who are personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 20 day of December, A.D., 2001.

Penny K. Every
Notary Public

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Gilbert A. Martin, Jr., M.D., who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 10th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Penny K. Every
Notary Public

FILED
01 DEC 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared P. T. Fleuchaus, D.D.S., M.S.D., who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 20 day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Penny K. Every
Notary Public

STATE OF OHIO

COUNTY OF Cuyahoga

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Alberta Gillespy, who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 15th day of December, A.D., 2001.

Thomas J. J. J.
Notary Public