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SECRETARY OF STATE DIVISION OF CORPORATION

SISSON AND SISSON

ATTORNEYS AT LAW
2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON JERRY SISSON JENNIFER SISSON

TELEPHONE: (901) 759-1793 FAX: (901) 759-7250

November 21, 2006

Delivered via Federal Express

Florida Department of State Corporations Division 2661 Executive Center Circle Clifton Building Tallahassee, FL 32301

Re: Holly Point Apartments, Ltd.

To Whom It May Concern:

Enclosed please find the Eighteenth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership for Holly Point Apartments, Ltd. Also enclosed is a check in the amount of \$52.50 to pay the filing fee.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON

Aimee McCarley

Enclosures

Prepared by and Return to: Sisson and Sisson 2171 Judicial Drive, Suite 215 Germantown, TN 38138

EIGHTEENTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP HOLLY POINT APARTMENTS, LTD.

THIS EIGHTEENTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP amending that certain Amended and Restated Certificate and Agreement of Limited Partnership, dated as of October 29, 1979, as amended as of February 15, 1980, February 29, 1980, March 13, 1980, April 15, 1980, October 1, 1986, January 1, 1990, January 1, 1994, September 30, 1994, December 31, 1997, September 30, 1998, June 29, 1999, December 21, 1999, February 15, 2000, January 1, 2002, December 31, 2001, July 1, 2004, and January 1, 2006, and filed of record in the Office of the Secretary of State of the State of Florida, the Original Certificate being filed on September 12, 1979, and bearing the instrument number LP 7920, is made and sworn as of the 30th day of September, 2006, by and among TESCO PROPERTIES, INC., (f/k/a UMIC Properties, Inc.) a Tennessee corporation with its principal place of business at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices located at 1002 West 23rd Street, Suite 400, Panama City, Florida 32405 (the "Developer General Partner"); JOSEPH F. CHAPMAN III, a resident of Panama City, Florida (the "Individual General Partner"); OPPENHEIMER PROPERTIES SERVICES, INC., a New York corporation, with its principal offices at One New York Plaza, New York, New York, 10004 (the "Special Limited Partner"); the Limited Partners whose names are listed in the Certificate as amended; and AHP Holdings LLC (the "New Limited Partner").

WITNESSETH

WHEREAS the Parties hereto are all Partners of HOLLY POINT APARTMENTS, LTD., which owns and operates a 126-unit residential housing project in Holly Hills, Florida, for families of low and moderate income; and,

WHEREAS, Limited Partner Robert H. Brin owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, Robert H. Brin wishes to transfer this partnership interest to AHP Holdings LLC; and,

WHEREAS, it is the purpose of this Eighteenth Amendment to the Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Robert H. Brin to AHP Holdings LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Eighteenth Amendment the Restated Certificate and Agreement of Limited Partnership to approve said transfer and to approve the admission of AHP Holdings LLC.

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NOW, THEREFORE, in consideration of the covenants herein contained, the parties agree as follows:

<u>FIRST:</u> Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the name address and interest of the limited partners is hereby amended to delete the following:

"10. Robert H. Brin 2821 Palmer Dr. Hollywood, FL 33021" 2.80%

and Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the name, address, and interest of the limited partners is hereby amended to add the following:

"10. AHP Holdings LLC
72 Commercial Street, Suite 11
Portland, Maine 04101"

2.80%

SECOND: AHP Holdings LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership as amended, including specifically the Power of Attorney conferred pursuant to section 9.04 of the Agreement.

THIRD: Each Partner hereby consents to the transfer of the interest from Robert H. Brin to AHP Holdings LLC.

<u>FOURTH</u>: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the respective interests.

<u>FIFTH</u>: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Eighteenth Amendment to the Restated Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd., has been executed by the parties as of the day and year first above written.

GENERAL PARTNERS:

By: TESCO Properties, Inc., Administrative General Partner and Attorney-in-Fact for all General Partners pursuant to section 8.16 of the Partnership

Agreement, as amended.

By:

Jerry Sisson, Presidont

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LIMITED PARTNERS:

By:

TESCO Properties, Inc., Administrative General Partner and Attorney-in-Fact for all Limited Partners pursuant to Section 9.04 of the Partnership Agreement as amended.

By:

Jerry Sisson, President

STATE OF TENNESSEE: COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., the Administrative General Partner and the attorney-in-fact for all the General Partners in Holly Points Apartments, Ltd., pursuant to Section 8.16 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner, by himself as President.

WITNESS my hand and seal this $2/2^{-1}$ day of November, 2006.

PUBLIC

My commission expires August 21, 2006

Notary Public

STATE OF TENNESSEE: COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., the Administrative General Partner and the attorney-in-fact for all the Limited Partners in Holly Point Apartments, Ltd., pursuant to Section 9.04 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner, by himself as President.

WITNESS my hand and seal this 2/84 day of November, 2006.

My commission expires: August 21, 2004

MCCAO
NOTARY
PUBLIC
AT
LARGE

Amu McCarley Notary Public SECRETARY OF STATE