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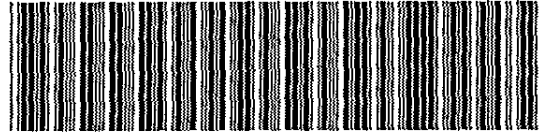
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TALLAHASSEE, FLORIDA

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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
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December 4, 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 Nineteenth 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

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TALLAHASSEE, FLORIDA

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

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

THIS NINETEENTH 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, January 1, 2006, and September 30, 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 31st day of December, 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 David J. Turell, M.D. owns a limited partnership interest consisting of 1.40%; and,

WHEREAS, Limited Partner David J. Turell, M.D. and Stuart K. Cohan, M.D., as Co-Trustees of the Donna Turell By-Pass Trust owns a limited partnership interest consisting of 1.40%; and,

WHEREAS, Limited Partner David J. Turell, M.D., and Limited Partner David J. Turell, M.D. and Stuart K. Cohan, M.D. as Co-Trustees of the Donna Turell By-Pass Trust wish to transfer their partnership interests to AHP Holdings LLC; and,

WHEREAS, it is the purpose of this Nineteenth Amendment to the Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by David J. Turell, M.D. and the interest held by David J. Turell, M.D. and Stuart K. Cohan, M.D., as Co-Trustees of the Donna Turell By-Pass Trust, to AHP Holdings LLC; and,

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TAMPA, FLORIDA

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

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

FIRST: Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the names, addresses and interests of the limited partners is hereby amended to delete the following:

- | | |
|--|-------|
| "11.a. David J. Turell, M.D. 16718 FM 2920 Tomball, TX 77375" | 1.40% |
| 11.b. David J. Turell, M.D., and Stuart K. Cohan, M.D., as Co-Trustees of the Donna Turell By-Pass Trust 16718 FM 2920 Tomball, TX 77375" | 1.40% |

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TALLAHASSEE, FLORIDA

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

- | | |
|---|-------|
| "11. 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 David J. Turell, M.D.; and David J. Turell, M.D. and Stuart K. Cohan, M.D. as Co-Trustees of the Donna Turell By-Pass Trust, to AHP Holdings LLC.

FOURTH: 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.

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

IN WITNESS WHEREOF, this Nineteenth 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: [Signature]
Jerry Sisson, President

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: [Signature]
Jerry Sisson, President

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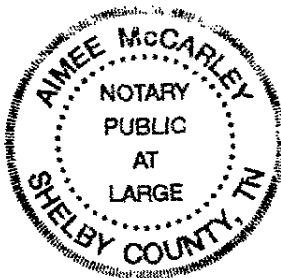
STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 4th day of December, 2006.

[Signature]
Notary Public

My commission expires:
8-21-07



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.

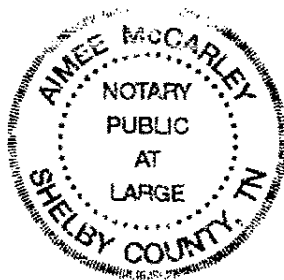
WITNESS my hand and seal this 4th day of December, 2006.

Aimee McCarley

Notary Public

My commission expires:

8-21-07



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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