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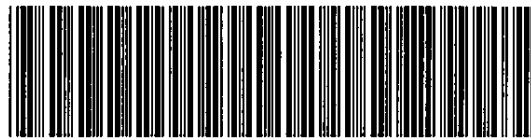
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SISSON AND SISSON
ATTORNEYS AT LAW
2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901) 759-1793
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December 27, 2006

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 Twentieth 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

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

THIS TWENTIETH 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, September 30, 2006, and December 31, 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").

W I T N E S S E T H

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 **Edward J. Herbster** owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, Limited Partner **Alan Lance Drexler, M.D.** owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, Limited Partner **George A. Nickson** owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, Limited Partner **Michael Kremer** owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, Limited Partner **Estate of Randolph Oxford** owns a limited partnership interest consisting of 2.80%; and

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PANAMA CITY
FLORIDA
38138

WHEREAS, Limited Partner Edward J. Herbster, Limited Partner Alan Lance Drexler, M.D., Limited Partner George A. Nickson, Limited Partner Michael Kremer, and Limited Partner Estate of Randolph Oxford wish to transfer their partnership interests to AHP Holdings LLC; and,

WHEREAS, it is the purpose of this Twentieth Amendment to the Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Edward J. Herbster, the interest held by Alan Lance Drexler, M.D., the interest held by George A. Nickson, the interest held by Michael Kremer, and the interest held by Estate of Randolph Oxford to AHP Holdings LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Twentieth 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:

- | | |
|--|-------|
| "A. 5. Edward J. Herbster
95 Evergreen Avenue
Rye, New York 10580 | 2.80% |
| A. 6. Alan Lance Drexler, M.D.
2040 N.E. 210 th Street
North Miami Beach, Florida 33179 | 2.80% |
| A. 8. George A. Nickson
3 Andover Court
Garden City, New York 11530 | 2.80% |
| A. 14. Michael Kremer
1436 Krew Avenue
Hewlett, New York 11557" | 2.80% |
| B. 1. Randolph Oxford
Box 216
Orrville, Alabama 36767" | 2.80% |

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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:

- | | |
|--|-------|
| "A. 5. AHP Holdings LLC
72 Commercial Street, Suite 11
Portland, Maine 04101 | 2.80% |
|--|-------|

- A. 6. AHP Holdings LLC 2.80%
72 Commercial Street, Suite 11
Portland, Maine 04101
- A. 8. AHP Holdings LLC 2.80%
72 Commercial Street, Suite 11
Portland, Maine 04101
- A. 14. AHP Holdings LLC 2.80%
72 Commercial Street, Suite 11
Portland, Maine 04101
- B. 1. AHP Holdings LLC 2.80%
72 Commercial Street, Suite 11
Portland, Maine 04101"

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 Edward J. Herbster; from Alan Lance Drexler, M.D.; from George A. Nickson; from Michael Kremer; and from Estate of Randolph Oxford 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 Twentieth 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, President

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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.

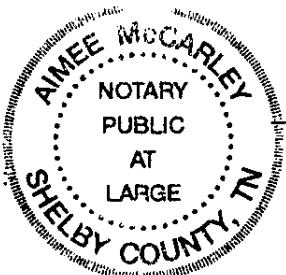
By: [Signature]
Jerry Sisson, President

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 27th day of December, 2006.

My commission expires 8-21-07



[Signature]
Notary Public

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TALLAHASSEE, FLORIDA

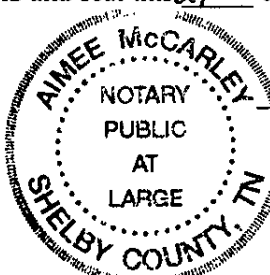
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STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 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 27th day of December, 2006.

My commission expires: 8-21-07



[Signature]
Notary Public