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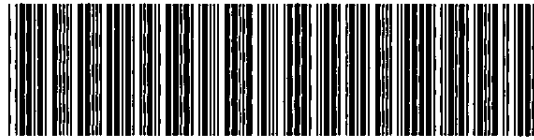
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07 AUG 21 PM 12:11

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

August 14, 2007

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 twenty-third amendment for the above referenced entity. 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

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

THIS TWENTY-THIRD 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, December 31, 2006, March 31, 2007, and June 30, 2007, 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, 2007, 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 James Panos owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, James Panos wishes to transfer his partnership interest to AHP Holdings LLC; and,

WHEREAS, it is the purpose of this Twenty-Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by James Panos; and,

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer and to approve the admission of AHP Holdings LLC; and,

WHEREAS, it is further the purpose of this Twenty-Third Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd. to restate the limited partners' interest in the partnership as they exist pursuant to this and all prior amendments.

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:

James Panos 2.80%
1779 Grant Avenue
East Meadow, NY 11554

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:

AHP Holdings LLC 58.80%
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 James Panos to AHP Holdings LLC.

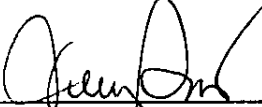
FOURTH: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the respective interests.

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

IN WITNESS WHEREOF, this Twenty-Third 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.

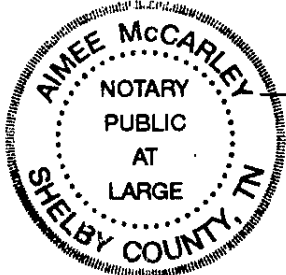
By: [Signature]
Jerry Sisson, President

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 4th day of August, 2007.

My commission expires:
8-21-07



[Signature]
Notary Public

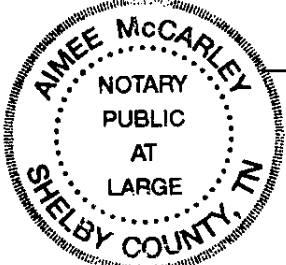
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STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 9th day of August, 2007.

My commission expires:
8-21-07



[Signature]
Notary Public

HOLLY POINT APARTMENTS, LTD.
SCHEDULE "A"

AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, Maine 04101	58.80%
Deane R. Briggs, M.D. 160 East Lake Howard Drive Winter Haven, Florida 33880	2.80%
Jeanette Goldstein Living Trust under Agreement dated 2/14/98 200 Commerce Drive Rochester, NY 14623-3506	2.80%
Aram Jigarjian, M.D. and Patricia Anne Jigarjian, or their successors, as Trustee of The Jigarjian Living Trust, U/A dated September 22, 1989 933 Avenida Olivos Palm Springs, California 92262	2.80%
Warren H. Heller, M.D. 515 W. Buckeye Road Suite 104 Phoenix, AZ 85003	2.80%
Gerard A. Kaiser, M.D. 6650 S.W. 113 th Street Miami, Florida 33156	2.80%
Hyman Livingston and Verna M. Livingston 31 Secor Drive Port Washington, NY 11050	2.80%
Mary H. Macsherry 441 Flower Avenue West Watertown, New York 13601	5.60%
Sara L. Matthews 2890 Oak Tree Drive Fort Lauderdale, Florida 33309-6712	2.80%
Oppenheimer Properties Services, Inc. One New York Plaza New York, NY 10004	.50%

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<p>Arthur Robbins, as Trustee of the Arthur and Frieda Robbins Trust dated June 2, 1988 101 Coast Boulevard, Apt. 4-A La Jolla, California 92037</p>	<p>2.80%</p>
<p>Norman Robbins 2100 Lynwood Avenue Fort Lee, New Jersey 07024</p>	<p>2.80%</p>
<p>Debra L. Rowland, and Sherry R. Sternberg as Tenants in Common and Roger Rowland, Sr. all as Joint Tenants with Rights of Survivorship 420 Keller Lane Marion, Virginia 24354</p>	<p>2.80%</p>
<p>Neil Schneider, M.D. 9851 N.W. 39th Court Coral Springs, Florida 33065</p>	<p>2.80%</p>
<p>TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138</p>	<p>2.80%</p>

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