

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

PETE SISSON
JERRY SISSON
BRYAN PATRICK GRIFFIN*

TELEPHONE: (901) 759-1793

FAX: (901) 759-7250

*ALSO LICENSED IN ARKANSAS

A07922

September 20, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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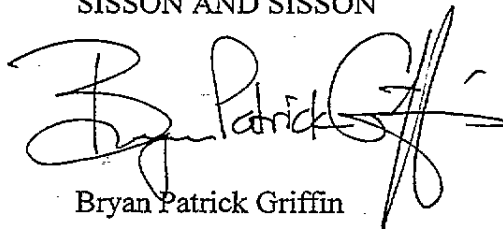
Re: Mission Hills Apartments, Ltd. and Oak Creek Apartments, Ltd.

Division of Corporations:

Please find enclosed the original and one copy of the Eighteenth Amendments to the certificates of the above mentioned Florida partnerships. Enclosed also are two checks for the appropriate filing fees (\$52.50 each). Please file the originals as required with your office. Please attest and return the included copies for our files to our office at the address above listed. If you have any questions, please do not hesitate to contact me at the numbers above.

Very truly yours,

SISSON AND SISSON


Bryan Patrick Griffin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared By and Return To:
Sisson and Sisson Attorneys
2171 Judicial Drive, Suite 215
Germantown, Tennessee 38138

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TALLAHASSEE, FLORIDA

**EIGHTEENTH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
OF OAK CREEK 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; May 27, 1980; September 14, 1986; November 14, 1987; January 1, 1988; January 1, 1990; January 1, 1991; July 1, 1994, October 1, 1994, December 31, 1995, September 30, 1996, December 31, 1996, June 30, 1997, November 13, 1998, and on or about September 20, 1999 and filed of record in the Office of the Secretary of State, State of Florida (the "Agreement"), is made and sworn to as of the 21st day of September, 1999, by and among TESCO PROPERTIES, INC., (f/k/a UMIC PROPERTIES, INC.), a Tennessee corporation, having its principal offices at 2171 Judicial Drive, Suite 200, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices at 412 Magnolia Avenue, Box 17, Panama City, Florida 32401 (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"), and the Limited Partners whose names and addresses are contained in the Agreement, (the "Limited Partners").

W I T N E S S E T H:

WHEREAS, the original Certificate was filed September 12, 1979; and

WHEREAS, the number for this Limited Partnership for the Secretary of State, Tallahassee, Florida is LP 7922; and

WHEREAS, the Parties hereto are all the Partners of a Oak Creek Apartments, Ltd. which owns, develop, and operates a 162-unit residential housing project in Jacksonville, Florida, for families and elderly persons of low and moderate income; and,

WHEREAS, it is the purpose of this Eighteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Eugene Heidelbergbauer who passed January 7th, 1990, leaving his wife, Mimi Heidelbergbauer who in turn passed September 2, 1998 leaving Kristin Heidelbergbauer as independent executor of the Heidelbergbauer Estate in equal parts in accordance with an Assignment of Partnership Interest executed by the parties to the

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TALLAHASSEE, FLORIDA

following:

1. Kristin Heidelbergbauer
2. Eugene Robert Heidelbergbauer

WHEREAS, the parties hereto have agreed to enter into this Eighteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of the four above mentioned parties.

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

FIRST: Each Partner hereby consents to the transfer of the respective interests from Eugene Heidelbergbauer to the following:

1. Kristin Heidelbergbauer
2. Eugene Robert Heidelbergbauer

SECOND: 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.

THIRD: Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to delete:

"16. Eugene Heidelbergbauer
5100 Ocean Boulevard, Apt. #1207
Fort Lauderdale, Florida 33308 2.80%"

and Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to add:

"16.a) Kristin Heidelbergbauer
c/o Skokie Tool Corporation
7650 North Austin Avenue
Skokie, IL 60077 1.40%

b) Eugene Robert Heidelbergbauer
c/o Skokie Tool Corporation
7650 North Austin Avenue
Skokie, IL 60077 1.40%"


FOURTH: Kristin Heidelbergbauer and Eugene Robert Heidelbergbauer hereby agree to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

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


GENERAL PARTNERS:

By: TESCO Properties, Inc., f/k/a UMIC Properties, Inc.),
as Attorney-in-Fact, pursuant to
Section 8.16 of the Partnership Agreement

By: 
Jerry Sisson, President

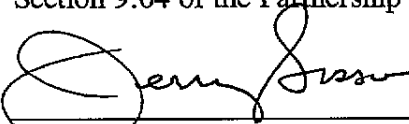
SPECIAL LIMITED PARTNER:
OPPENHEIMER PROPERTIES SERVICES, INC.

By: TESCO Properties, Inc., (f/k/a UMIC Properties, Inc.)
as Attorney-in-Fact, pursuant to
Section 9.04 of the Partnership Agreement.

By: 
Jerry Sisson, President

LIMITED PARTNERS:

By: TESCO Properties, Inc., (f/k/a UMIC Properties, Inc.)
as Attorney-in-Fact, pursuant to
Section 9.04 of the Partnership Agreement.

By: 
Jerry Sisson, President

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TALLAHASSEE, FLORIDA

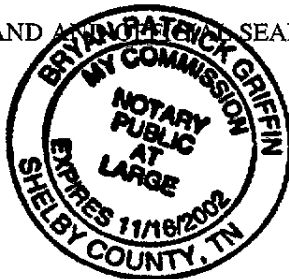
STATE OF TENNESSEE:
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY Sisson, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact for the General Partners of Oak Creek Apartments, Ltd., the within named bargainor, a limited partnership, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 21st day of September, 1999.

My commission expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY :



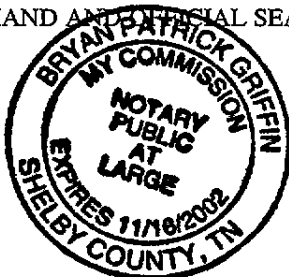
Bryan Patrick Griffin
Notary Public

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY Sisson, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact of the Special Limited Partner of Oak Creek Apartments, Ltd., the within named bargainor, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 21st day of September, 1999.

My commission expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY :

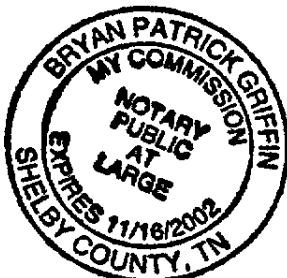


Bryan Patrick Griffin
Notary Public

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY Sisson, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact for the Limited Partners of Oak Creek Apartments, Ltd., the within named bargainor, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 21st day of September, 1999.

My commission expires:



Bryan Patrick Griffin
Notary Public