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(Address)

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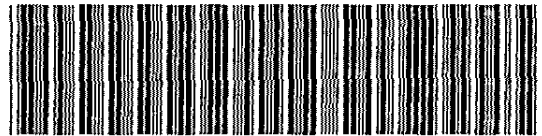
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 OCT -4 AM 11:08

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Sp



2171 Judicial Drive  
P. O. Box 381677  
Germantown, TN 38183  
901.759.1855 Tel  
901.759.7255 Fax  
www.tescoproperties.com

August 7, 2002

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

Re: Hilltop Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find amendments for the Fifteenth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd. I have also enclosed a check in the amount of \$52.50 to pay the filing fee for this Amendment.

Please send me a filed copy of the amendment for the partnership file. Thank you for your attention to this matter.

Sincerely,

TESCO Properties, Inc.

Aimee McCarley

Enclosures

FILED  
04 OCT -4 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

TWENTY-FIFTH AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE AND AGREEMENT  
OF LIMITED PARTNERSHIP OF OAK CREEK APARTMENTS, LTD.

FILED  
04 OCT -4 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS TWENTY-FIFTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, amending that certain Certificate and Agreement of Limited Partnership dated September 1, 1979, and amended 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, December 31, 1997, November 13, 1998, September 10, 1999, September 21, 1999, May 18, 2001, December 31, 2001, June 30, 2002; December 31, 2002, and August 14, 2003, 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 30<sup>th</sup> day of June, 2004, 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 developed, owns, 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 Twenty-Fifth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Rosaline Cohn to Equity Resource Dover Fund in accordance with an Assignment of Partnership Interest executed by the parties; and,

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

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 interest from Rosaline Cohn to Equity Resource Dover Fund.

SECOND: Each Partner hereby consents to the transfer of the interest from Rosaline Cohn to Equity Resource Dover Fund.

THIRD: 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 partnership interest.

FOURTH: Schedule "A" of the Partnership Agreement listing the names, addresses, and partnership interests of the limited partners is hereby amended to delete:

"8. Rosaline Cohn 2.80%  
1040 Lake Shore Drive  
Chicago, IL 60611"

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

"8. Rosaline Cohn 2.80%  
1040 Lake Shore Drive  
Chicago, IL 60611"

FIFTH: Equity Resource Dover Fund hereby agrees to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

IN WITNESS WHEREOF, this Twenty-Fifth 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 PARTNERS:  
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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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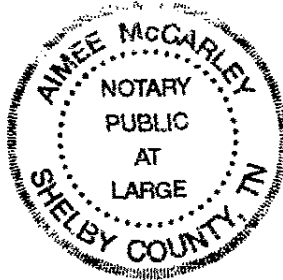
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STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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 7<sup>th</sup> day of October, 2003.

My commission expires:  
8-21-07



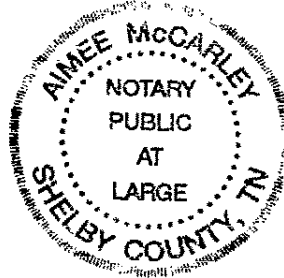
Aimee McGarley  
Notary Public

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 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 7<sup>th</sup> day of October, 2003.

My commission expires:  
8-21-07



Aimee McGarley  
Notary Public

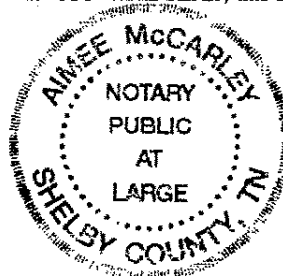
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CLERK OF STATE  
TREASURY, FLORIDA

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Aimee McGarley  
Notary Public