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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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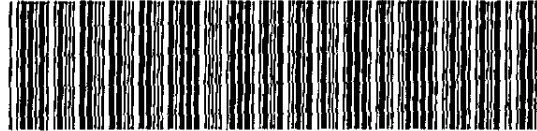
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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

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

THIS TWENTY-SIXTH 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, August 14, 2003, and June 30, 2004, 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 31<sup>st</sup> day of December, 2003, 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 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, Limited Partner Herbert Achtentuch died on December 24, 2003, and left his partnership interest, consisting of 2.80%, to his wife, Marion Achtentuch; and,

WHEREAS, it is the purpose of this Twenty-Sixth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Herbert Achtentuch, deceased, to his wife and beneficiary, Marion Achtentuch in accordance with an Assignment of Partnership Interest executed by the parties; and,

WHEREAS, all parties hereto have agreed to enter into this Twenty-Sixth 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 Herbert Achtentuch, deceased, to Marion Achtentuch.

SECOND: The requirements of Section 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.

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

"1. Herbert Achtentuch 2.80 %  
2 Middlemay Circle  
Forest Hills, New York 11375"

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

"1. Marion Achtentuch 2.80 %  
30 South Adelaide Avenue, Apt. PH-B  
Highland Park, NJ 08904"

FOURTH: Marion Achtentuch hereby agrees to be bound by all of the terms of the Limited Partnership Agreement, as amended.

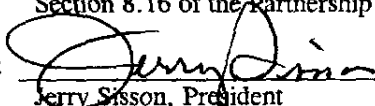
FIFTH: In all other respects, the Partnership Agreement, as amended, remains the same and in full force and effect.

IN WITNESS WHEREOF, this Twenty-Sixth 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

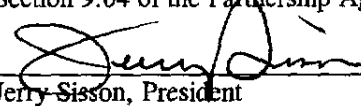
By:

  
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.

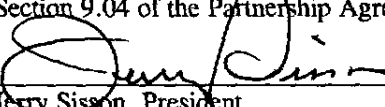
By:

  
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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STATE OF TENNESSEE:  
COUNTY OF SHELBY :

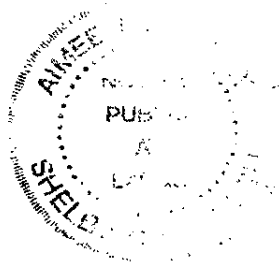
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the 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 7th day of January, 2005.

Aimee McCarley  
Notary Public

My commission expires:

8-21-07



STATE OF TENNESSEE:  
COUNTY OF SHELBY :

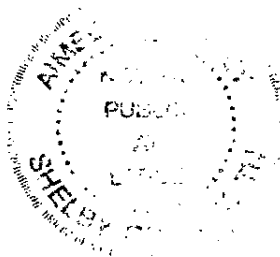
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the 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.

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Notary Public

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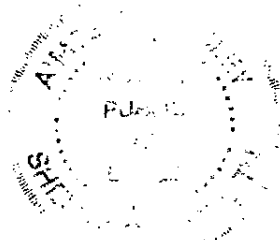
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