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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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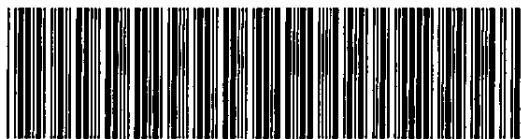
(Business Entity Name)

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

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

THIS THIRTY-SECOND 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; January 1, 2000; May 11, 2001; December 31, 2001; June 30, 2002; December 31, 2002, August 14, 2003, June 30, 2004, December 31, 2003, January 1, 2004, May 11, 2005, March 31, 2005, and December 31, 2005, 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 31st day of December, 2006, 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 1002 W. 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 1114 Avenue of the Americas, 17th Floor, New York, NY 10036 (the "Special Limited Partner"), and the Limited Partners whose names and addresses are contained in the Agreement, (the "Limited Partners").

WITNESSETH:

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 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, it is the purpose of this Thirty-Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 2.80% limited partnership interest of Harold W. Nix to AHP Holdings LLC.

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

FIRST: Each Partner hereby consents to the transfer of 2.80% interest from Harold W. Nix to AHP Holdings LLC.

SECOND: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed and are hereby satisfied with regard to the transfer of the partnership interest.

THIRD: AHP Holdings LLC hereby agrees to be bound by all of the terms of the Limited Partnership Agreement, as amended.

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

"Harold W. Nix
3400 Renee Drive
Evansville, IN 47711" 2.80%

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


"AHP Holdings LLC
72 Commercial Street, Suite 11
Portland, ME 04101" 2.80%

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

IN WITNESS WHEREOF, this Thirty-Second 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

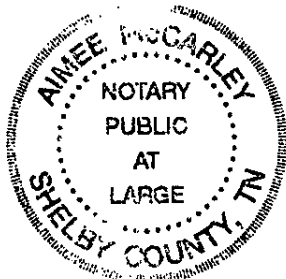
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TALLAHASSEE, FLORIDA
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STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 30th day of January, 2007.

My commission expires:
August 21, 2007



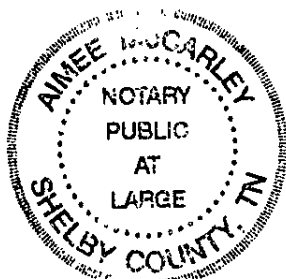
Aimee McCarley
Notary Public

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 for 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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My commission expires:
August 21, 2007



Aimee McCarley
Notary Public

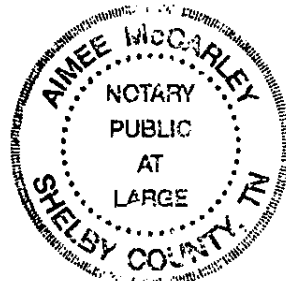
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Aimee McCarley
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