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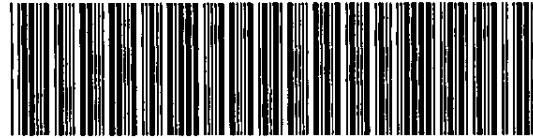
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C. LEWIS
JAN 22 2013
EXAMINER

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

PETE SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901) 759-1793
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January 15, 2013

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

Re: Briarwood Apartments Phase II, Ltd.
Hilltop Apartments, Ltd.
Holly Point Apartments, Ltd.
Mission Hills Apartments, Ltd.
Oak Creek Apartments, Ltd.

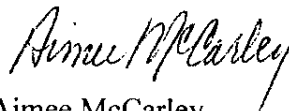
Dear Sir or Madam:

Enclosed please find amendments to the above referenced partnerships. Also enclosed are five (5) checks in the amount of \$52.50 to pay the filing fee for each amendment.

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 Attorneys
2171 Judicial Drive, Suite 215
Germantown, Tennessee 38138

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

Ad 7922

THIS FORTY-EIGHTH 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, December 31, 2005, December 31, 2006, March 31, 2007, September 30, 2007, March 31, 2007, December 31, 2008, January 1, 2008, June 1, 2009, January 1, 2012, and August 16, 2012, 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 1st day of January, 2012, 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"); JPL HOLDINGS, a Tennessee general partnership, with its principal offices at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Special Limited Partner"), and the Limited Partners whose names and addresses are contained in the Agreement, (the "Limited Partners").

WITNESSETH:

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, Oppenheimer Properties Services, Inc. owns .50% special limited partnership interest in Oak Creek Apartments, Ltd.; and,

WHEREAS, Oppenheimer Properties Services, Inc. wishes to transfer its special limited partnership interest to JPL Holdings; and,

WHEREAS, it is the purpose of this Forty-Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the .50% special limited partnership interest of Oppenheimer Properties Services, Inc. to JPL Holdings; and,

WHEREAS, the parties hereto have agreed to enter into this Forty-Eighth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer.

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 .50% special limited partnership interest from Oppenheimer Properties Services, Inc. to JPL Holdings.

SECOND: JPL Holdings hereby agrees to be bound by all of the terms and provisions of the Limited Partnership Agreement, as amended.

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

FOURTH: The Certificate and Agreement of Limited Partnership of Oak Creek Apartments, Ltd. is hereby amended to reflect the transfer from Oppenheimer Properties Services, Inc. to JPL Holdings.

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

IN WITNESS WHEREOF, this Forty-Eighth 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: _____

Larry Sisson, President

LIMITED PARTNERS AND
SPECIAL LIMITED PARTNER:

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

By: _____

Larry Sisson, President

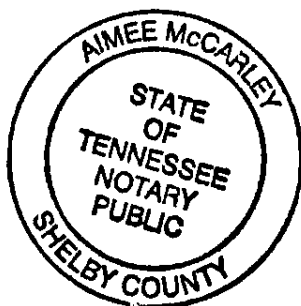
STATE OF TENNESSEE:
COUNTY OF SHELBY. :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY 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 10th day of January, 2013.

My commission expires:

4-8-2015



Aimee McCarley
Notary Public

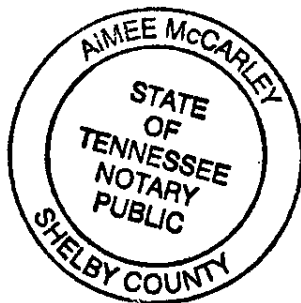
STATE OF TENNESSEE:
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY 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 and 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 10th day of January, 2013.

My commission expires:

4-8-2015



Aimee McCarley
Notary Public