

**Korey, Sweet, McKinnon, Simpson & Vukelja**  
Attorneys and Counselors at Law  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

Robert Kit Korey, P.A.  
Jeffrey C. Sweet  
Noah C. McKinnon, Jr., P.A.  
Edward F. Simpson, Jr., P.A.  
Scott E. Simpson, P.A.  
David A. Vukelja, P.A.

Suite A, Granada Oaks Professional Building  
595 West Granada Boulevard  
Ormond Beach, Florida 32174  
Telephone (904) 677-3431  
Telefax (904) 677-8436

March 5, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
98 MAR -9 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Certificate of Amendment to Limited Partnership  
Winewood Apartments, II, Ltd.

Gentlemen:

Enclosed please find original Certificate of Amendment to Limited Partnership which we ask be filed with your office. A copy is enclosed to be certified and returned to my office. Our check in the amount of \$105.00 is enclosed in payment of the various fees.

With kind regards, I remain,

Very truly yours,

*Jeffrey C. Sweet*  
Jeffrey C. Sweet

JCS/pke

Enclosures

A 057947

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Update	<i>[Signature]</i>
Knowledge	<i>[Signature]</i>
P. Verifier	<i>[Signature]</i>

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-03/03/98--01101--001  
\*\*\*\*105.00 \*\*\*\*105.00



CERTIFICATE OF AMENDMENT TO  
LIMITED PARTNERSHIP AGREEMENT AND  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
WINEWOOD APARTMENTS II, LTD., A FLORIDA LIMITED PARTNERSHIP

99 MAR -9 PM 11  
FILED

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to further amend the Certificate of Limited Partnership and Limited Partnership Agreement (the "Certificate") for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. Name. The name of the Partnership is Winewood Apartments, II, Ltd.

2. Filing of Certificate. The Certificate was filed on September 18, 1979, with the Florida Secretary of State; was amended by Certificate of Amendment to Limited Partnership Agreement filed June 1, 1983; was further amended by Certificate of Amendment to Limited Partnership Agreement filed March 8, 1986; was further amended by Certificate of Amendment to Limited Partnership Amendment filed September 23, 1986; was further amended by Amendment to Limited Partnership Certificate of Winewood Apartments II, Ltd., filed on or about January 13, 1989; was further amended by Certificate of Amendment dated April 6, 1990; and was finally amended by Certificate of Amendment dated April 16, 1991.

3. Amendment. The Certificate as amended, is hereby amended as follows:

a) In accordance with Article VII of the Limited Partnership Agreement as amended, Robert H. Gillespy, Esquire hereby sells, assigns and transfers his interest in the Limited Partnership to Alberta H. Gillespy.

b) Robert H. Gillespy, Esquire hereby withdraws as a Limited Partner of the Partnership.

c) Alberta H. Gillespy is hereby substituted as a Limited Partner in place of the withdrawing Limited Partner, Robert H. Gillespy, Esquire.

4. The foregoing Certificate of Amendment is hereby adopted by all of the members of the Partnership, and has been executed by the withdrawing Limited Partner, the substituted Limited Partner, the General Partner, and by all limited partners. This withdrawal and substitution is effective upon execution by all parties. This Certificate of Amendment will be filed at the office of the Department of State of the State of Florida, and on such filing the withdrawal of Robert H. Gillespy, Esquire and substitution of



Alberta H. Gillespy as a Limited Partner shall be deemed complete and such filing shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

WITNESS our hands and seals this 12<sup>th</sup> day of February, A.D., 1991.

WITHDRAWING LIMITED PARTNER:

Scott D. Mayba  
Field O. Cant

Robert H. Gillespy, Esquire

155 Aspenwood Drive  
Chagrin Falls, Ohio 44022

SUBSTITUTED LIMITED PARTNER:

Scott D. Mayba  
Field O. Cant

Alberta H. Gillespy

Alberta H. Gillespy  
155 Aspenwood Drive  
Chagrin Falls, Ohio 44022

GENERAL PARTNER:

WINEWOOD II, INC.

Wain W. Dain  
Andrea J. Fruk

By: Thurman Gillespy, Jr., M.D.  
Thurman Gillespy, Jr., M.D.  
1075 Mason Ave.  
Daytona Beach, FL 32117

LIMITED PARTNERS:

Wain W. Dain  
Andrea J. Fruk

Thurman Gillespy, Jr., M.D.  
Thurman Gillespy, Jr., M.D.  
1075 Mason Avenue  
Daytona Beach, FL 32117



Dennis K. Currey  
Helen T. Torrance

Wesley A. Fink, Esquire  
Post Office Box 5386  
Daytona Beach, FL 32118

John C. Wat

A. W. Baylor  
1760 N. U.S. Highway 1  
Ormond Beach, FL 32174

Marie W. Dain  
Sandra J. Fink

Willis G. Stose, M.D.  
1075 Mason Avenue  
Daytona Beach, FL 32117

Marie W. Dain  
Sandra J. Fink

Paul M. Dodd, Jr., M.D.  
1075 Mason Avenue  
Daytona Beach, FL 32117

Marie W. Dain  
Sandra J. Fink

Gilbert A. Martin, Jr., M.D.  
1075 Mason Avenue  
Daytona Beach, FL 32117

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Thurman Gillespy, Jr., M.D., to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above



named this 14 day of January, A.D., 1991.

[Signature]  
Notary Public, State of Florida  
at Large

My Commission expires:

STATE OF Ohio

COUNTY OF Cuyahoga

Notary Public, State of Florida  
My Commission Expires March 15, 1995  
Bonded Thru Troy Fain - Insurance Inc.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Robert H. Gillespy, Esquire, to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 12 day of February, A.D., 1991.

[Signature]  
Notary Public, State of Ohio  
at Large

My Commission expires:

STATE OF Ohio

COUNTY OF Cuyahoga

SCOTT D. MAYBAUM, ATTORNEY  
STATE OF OHIO  
My Commission Has  
No Expiration Date O.R.C. 147.03

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Alberta H. Gillespy, to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 12 day of FEBRUARY, A.D., 1991.

[Signature]  
Notary Public, State of Ohio  
at Large

My Commission expires:



STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Wesley A. Fink, to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 3 day of March, A.D., 1998.



PENNY K. EVERY  
LEGAL ASSISTANT  
MY COMMISSION # CC 082461  
EXPIRES March 15, 1995

Penny K. Every  
Notary Public, State of Florida  
at Large

My Commission expires:

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared A. W. Baylor, to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 3rd day of March, A.D., 1998.



PENNY K. EVERY  
MY COMMISSION # CC440238 EXPIRES  
March 15, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

Penny K. Every  
Notary Public, State of Florida  
at Large

My Commission expires:

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Willis G. Stose, M.D., to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above



named this 14 day of December, A.D., 1991.

[Signature]  
Notary Public, State of Florida  
at Large  
My Commission expires:

Notary Public, State of Florida  
My Commission Expires March 15, 1995  
Bonded Thru Troy Fain - Insurance Inc.

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Paul M. Dodd, Jr., M.D., to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 14 day of December, A.D., 1991.

[Signature]  
Notary Public, State of Florida  
at Large

My Commission expires:

Notary Public, State of Florida  
My Commission Expires March 15, 1995  
Bonded Thru Troy Fain - Insurance Inc.

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Gilbert A. Martin, Jr., M.D., to me known to be the person who has executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and seal in the County and State above named this 14 day of December, A.D., 1991.

[Signature]  
Notary Public, State of Florida  
at Large

My Commission expires:

Notary Public, State of Florida  
My Commission Expires March 15, 1995  
Bonded Thru Troy Fain - Insurance Inc.