



THE UNITED STATES
CORPORATION
COMPANY

A07947

ACCOUNT NO. : 072100000032

REFERENCE : 562059 80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
01 DEC 28 PM 1:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 28, 2001

ORDER TIME : 2:32 PM

ORDER NO. : 562059-015

CUSTOMER NO: 80745A

CUSTOMER: Penny Every, Legal Asst
Korey, Sweet, Mckinnon Simpson
Suite A
595 West Granada Boulevard
Ormond Beach, FL 32174

600004743376--2
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****105.00 ****105.00

RECEIVED

01 DEC 28 PM 3:00

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: WINEWOOD APARTMENTS II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

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EX

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Agreement 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 amended by Certificate of Amendment dated April 6, 1990; and was amended by Certificate of Amendment dated April 16, 1991; and was further amended by Certificate of Amendment dated February 12, 1992; was further amended by Certificate of Amendment dated September 17th, 1997; and was finally amended by Certificate of Amendment dated December 10, 1999.

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

a) Willis G. Stose. hereby withdraws as a limited partner of the partnership.

b) Winewood II, Inc., a Florida corporation, shall continue to be managing general partner of the Partnership.

c) The business address of Winewood II, Inc., a Florida corporation is c/o Thurman Gillespy, Jr., M.D., 1075 Mason Avenue, Daytona Beach, FL 32117

d) The name of the Partnership shall continue to be Winewood Apartments II, Ltd.

e) The name and address of the Registered Agent and office is Thurman Gillespy, Jr. M.D., 1075 Mason Avenue, Daytona Beach, FL 32117.

f) Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 has acquired the limited partnership units of Willis G. Stose Exhibit A to the Limited Partnership Agreement is amended by substituting the revised Exhibit A, attached hereto and incorporated herein.

4. The foregoing Certificate of Amendment is hereby adopted by all of the members of the Partnership, and has been executed by the General Partner, withdrawing limited partner, the substituted limited partner and by all limited partners. This withdrawal and substitution is effective on the filing of this Certificate of Amendment for record at the office of the Department of State of the State of Florida, and on such filing the withdrawal of WILLIS G. STOSE and substitution of WILLIS G. STOSE AND DOTTIE S. STOSE, TRUSTEES OF THE WILLIS G. STOSE REVOCABLE TRUST DATED DECEMBER 28, 1992 as a substituted 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 26 day of December, A.D., 2001.

FILED
DEC 28 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Timothy R. Loring
Helen J. Lawrence

WITHDRAWING LIMITED PARTNER

Willis G. Stose
WILLIS G. STOSE

SUBSTITUTED LIMITED PARTNER:

WILLIS G. STOSE AND DOTTIE S. STOSE
AS TRUSTEES OF THE WILLIS G. STOSE
REVOCABLE TRUST DATED DECEMBER 28,
1992

Timothy R. Loring
Helen J. Lawrence

Willis G. Stose
WILLIS G. STOSE, TRUSTEE
1350 Whiteside Mountain Road
Highlands, NC 28741

Timothy R. Loring
Helen J. Lawrence

Dottie S. Stose
DOTTIE S. STOSE, TRUSTEE
1350 Whiteside Mountain Road
Highlands, NC 28741

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TALLAHASSEE, FLORIDA

GENERAL PARTNER:

Penny H. Curry
Barbara Eskit

WINEWOOD II, INC.

By: Jim Gillespy
Thurman Gillespy, Jr., M.D.
President
1075 Mason Avenue
Daytona Beach, FL 32117

LIMITED PARTNERS:

Penny H. Curry
Barbara Eskit

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

Delores W. Cubeta
Sam H. Hester

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

Carol A. Dillon
Penny H. Curry

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

Penny H. Curry
Barbara Eskit

Gilbert A. Martin, Jr.
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

LIMITED PARTINERS SIGNATURE PAGE CONTINUED:

THE PAUL M. DODD, JR., FAMILY TRUST
(restated July 13, 1999) PAUL M.
DODD, JR. and HARRIET H. DODD, CO-
TRUSTEES

Paul M. Dodd, Jr.
Carol A. Dillon

By: *Paul M. Dodd, Jr.*
PAUL M. DODD, JR., CO-TRUSTEE
734 John Anderson Drive
Ormond Beach, FL 32176

Paul M. Dodd, Jr.
Carol A. Dillon

By: *Harriet H. Dodd*
HARRIET H. DODD, CO-TRUSTEE
734 John Anderson Drive
Ormond Beach, FL 32176

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TALLAHASSEE, FLORIDA

acknowledgements, personally appeared Willis G. Stose, as withdrawing Limited Partner and Willis G. Stose and Dottie S. Stose as Trustees of the Substituted Limited Partner, WILLIS G. STOSE AND DOTTIE S. STOSE, TRUSTEES OF THE WILLIS G. STOSE REVOCABLE TRUST DATED DECEMBER 28, 1992, who are personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 6th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Penny K. Every
Notary Public

FILED
DEC 28 PM 4:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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., who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 10th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Penny K. Every
Notary Public

STATE OF Ohio

COUNTY OF Cuyahoga

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 Gillespy, who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 15th day of December, A.D., 2001.

Robert H. Gillespy
Notary Public

ROBERT H. GILLESPIE, Attorney at Law
Notary Public, STATE OF OHIO
Non-Expiring Commission

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, who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 26 day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.
Notary Public

FILED
01 DEC 28 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. and Harriet H. Dodd individually and as Co-Trustees of THE PAUL M. DODD, JR. FAMILY TRUST (restated July 13, 1999) who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 26 day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public

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., who is personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this 10th day of December, A.D., 2001.



Penny K. Every
MY COMMISSION # CC821965 EXPIRES
March 29, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public

EXHIBIT A

The Limited Partners, their percentage interest in the Limited Partnership Shares, the number of units allocated to each and their contributions are as follows:

Winewood Apartments II, Ltd.
INVESTOR LIST

	<u>Percentage</u>	<u>Units</u>
Mr. A. W. Baylor 555 Parque Drive Ormond Beach, FL 32074	5%	4.5
Paul M. Dodd, Jr. Family Trust (rested July 13, 1999) Paul M. Dodd, Jr. and Harriet H. Dodd, Co-Trustees	5%	4.5
Alberta Gillespy 155 Aspenwood Dr. Chagrin Falls, OH 44022	20%	18
Thurman Gillespy, Jr., M.D. 1075 Mason Avenue Daytona Beach, FL 32117	60%	54
Gilbert A. Martin, Jr., M.D. 1075 Mason Avenue Daytona Beach, FL 32117	5%	4.5
Willis G. Stose and Dottie S. Stose, Trustees of the Willis G. Stose Revocable Trust Dated September 28, 1992	5%	4.5
<u>TOTALS</u>	<u>100%</u>	<u>90.0</u>

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TALLAHASSEE, FLORIDA