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LAW OFFICE OF  
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August 24, 2001

Florida Department of State  
Division of Corporations  
Post office Box 5588  
Tallahassee, Florida 32314

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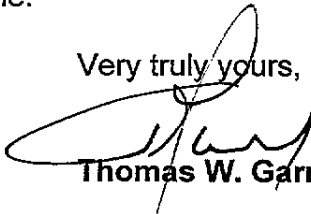
Dear Sir or Madam:

Re: Cross Street Properties, Ltd.  
a Florida Limited Partnership

A08384

Enclosed are the Third and Fourth Amendments to the partnership agreement for Cross Street Properties, Ltd. and a check for \$52.50 representing the required filing fee. If these documents are satisfactory, please file the same. If you require anything further, do not hesitate to contact me.

Very truly yours,

  
Thomas W. Garrard

TWG:sm  
Enclosures

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FF \$52.50

THIRD AMENDMENT TO THE AGREEMENT  
OF LIMITED PARTNERSHIP OF  
CROSS STREET PROPERTIES, LTD.

The following amendment to the opening paragraph of the Agreement of Limited Partnership and the opening paragraph of the Amended Certificate of Limited Partnership of Cross Street Properties, Ltd., is hereby proposed by the general partners to the Class A and Class B limited partners:

This third amendment to the Certificate of Limited Partnership has been executed this 16th day of October, 1984, by William A. Graham, Jr., James G. Morello, of Punta Gorda, Charlotte County, Florida, as general partners, and William A. Graham, Jr., as attorney-in-fact for the persons named and designated as limited partners on amended Exhibit 2 to the Certificate of Limited Partnership and James E. Moore III, withdrawing general partner and Class B limited partner.

1. Withdrawal of General Partner: James E. Moore III hereby withdraws as a general partner and as a limited partner in Cross Street Properties, Ltd. and his withdrawal is accepted by remaining general partners, namely, William A. Graham, Jr. and James G. Morello.

Acceptance of Responsibilities of Withdrawing Partner: By their signatures to this amendment, William A. Graham, Jr. and James G. Morello, as general partners of Cross Street Properties, Ltd., do hereby accept responsibility for all acts of the partnership as of the close of business of the date of this amendment and agree to hold harmless the said James E. Moore III for any obligations that may arise as the result of any continuing guaranties or endorsements made during Moore's period of service as a general partner.

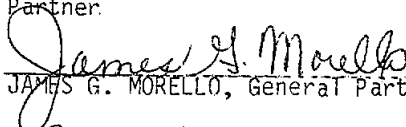
Assignment of Partnership Interests: James E. Moore III hereby acknowledges the Assignment for good and valid consideration of four (4) Class B units and one (1) general partner unit to Thomas W. Garrard, of Charlotte County, State of Florida. The aforesaid

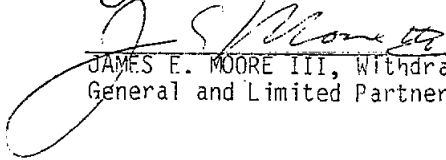
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units shall become five (5) Class B limited partnership units.

Election to Continue Limited Partnership: Pursuant to the provisions of paragraph 13 of the Amended Certificate of Limited Partnership of Cross Street Properties, Ltd., William A. Graham, Jr. and James G. Morello, general partners, elect to continue the said limited partnership under the terms and conditions states in the original partnership agreement and subsequent amendments.

  
WILLIAM A. GRAHAM, JR., General Partner

  
JAMES G. MORELLO, General Partner

  
JAMES E. MOORE III, Withdrawing General and Limited Partner

In accordance with the provisions of section 21.02, Article XXI, "Amendment of Limited Partnership Agreement," the foregoing amendment to Article XI of the Agreement of Limited Partnership of Cross Street Properties, Ltd., shall be adopted and shall become a part of the original agreement upon receipt by the managing general partner of written approval from limited partners holding more than 50% of the outstanding units of limited partnership interest held by all limited partners as at October 10, 1984. Such written approval must be received on or before January 7, 1985.

Provided the requisite number of approvals are received by the managing partner by January 9, 1985, the effective date and of adoption of this amendment shall be October 9, 1984.

A copy of this amendment and the original written approvals of the limited partners shall be attached to and shall be a part of the original agreement of limited partnership.

NOTE: WRITTEN APPROVAL MAY NOT BE WITHDRAWN OR VOIDED  
ONCE IT IS FILED WITH THE MANAGING GENERAL PARTNER.

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