



ROYAL AMERICAN MANAGEMENT, INC.
ROYAL AMERICAN DEVELOPMENT, INC.
ROYAL AMERICAN CONSTRUCTION CO., INC.

A08428

June 2, 1998

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-06/12/98--01072--002
*****105.00 *****105.00

Florida Department of State
Division of Corporations
Partnership Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

RE: Northwood-MacClenny, Ltd.
Doc. No. A08428

Gentlemen:

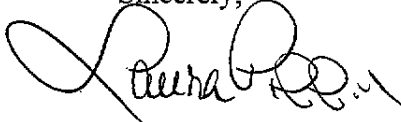
Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for Northwood-MacClenny, Ltd., along with a check for \$105.00 to cover the filing fee. Please file one copy and return one certified copy to our office.

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Enclosures:	as stated
Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

Sincerely,


Laura Pippin

FILED
98 JUN 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
NORTHWOOD-MACCLENNY, LTD.

A. Name : NORTHWOOD-MACCLENNY, LTD.

B. Address : 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

C. Registered Agent : Robert F. Henry, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

D. General Partners : Royal American Development, Inc.
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

Joseph F. Chapman, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

E. Mailing Address : 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

F. Latest Dissolution Date: — December 31, 2035

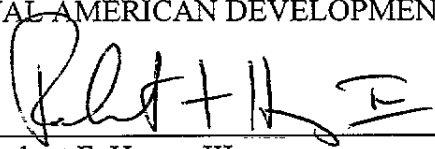
G. Date of Filing of
Original Certificate: January 3, 1980

H. Date of Amended
Certificate : May 9, 1998

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98 JUN 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwood-MacClenny, Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

MANAGING GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 

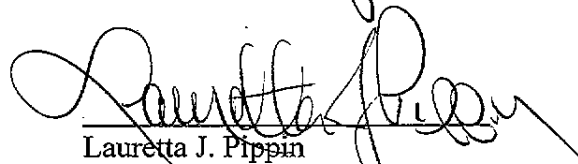
Robert F. Henry, III
Vice President

- 2 -

STATE OF FLORIDA
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to the Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 2nd day of June, 1998.



Laretta J. Pippin
Notary Public, State of Florida
Commission No. CC580056
My Commission Expires:
August 27, 2000

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056

(Notary's Seal)

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHWOOD-MACCLENNY, LTD.

THIS AMENDMENT is made and entered into as of the 9th day of May, 1998, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) JACK KOPOLOW TRUST (hereinafter referred to as the "Assignor"); (iii) VICKI K. SILVERMAN, TRUSTEE U/W/O JACK KOPOLOW GST TRUST FBO VICKI K. SILVERMAN DTD 12/17/96 (hereafter referred to as "Silverman" or "Assignee"); and (iv) ROBERT N. KOPOLOW TRUSTEE U/W/O JACK KOPOLOW GST TRUST FBO ROBERT N. KOPOLOW DTD 12/17/96, (hereinafter referred to as "Kopolow" or "Assignee").

RECITALS:

A. NORTHWOOD-MACCLENNY, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred its entire right, title and interest in a 12.2375% interest as a Limited Partner of the Partnership to Silverman and to Kopolow, in equal interests of 6.11875% each. As a consequence of such assignment and transfer, the Assignor ceased to be a Limited Partner of the Partnership.

C. It is the desire of the parties that Silverman and Kopolow be substituted as Limited Partners of the Partnership to the extent of the 6.11875% limited partnership interest assigned to each Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution and the withdrawal of the Assignor as a Limited Partner of the Partnership.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD. is amended to provide as follows:

1. The Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and the said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

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JUN 12 PM 1:00
98
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Exhibit A of the Partnership Agreement is hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that each Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 6.11875% limited partner interest assigned to each Assignee by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) any present or future references to the terms "Partner(s)" or "Limited Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include each Assignee to the extent of the 6.11875% limited partner interest assigned to each Assignee by the Assignor; and (iv) the execution of this Amendment by each Assignee shall constitute the agreements of each as Limited Partners, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

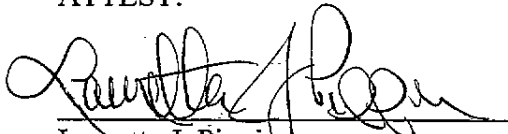
4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

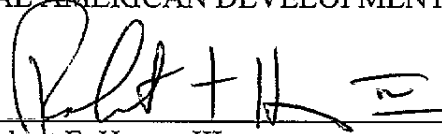
MANAGING GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.


Laurretta J. Pippin
Assistant Secretary

By:


Robert F. Henry, III
Vice President

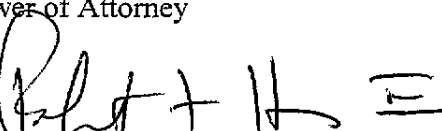
LIMITED PARTNERS:

ATTEST:

BY: ROYAL AMERICAN DEVELOPMENT, INC.,
General Partner, Pursuant to
Power of Attorney


Laurretta J. Pippin
Assistant Secretary

By:


Robert F. Henry, III
Vice President

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESS: JACK KOPOLOW TRUST

Susan M. Curtis By: *Robert N. Kopolow, Trustee*
Robert N. Kopolow, Trustee

ASSIGNEE AND SUBSTITUTE LIMITED PARTNER:

VICKI K. SILVERMAN, TRUSTEE U/W/O
JACK KOPOLOW GST TRUST FBO
WITNESS: VICKI K. SILVERMAN DTD 12/17/96

JC Lane By: *Vicki K. Silverman, Trustee*
Vicki K. Silverman, Trustee

ASSIGNEE AND SUBSTITUTE LIMITED PARTNER:

ROBERT N. KOPOLOW, TRUSTEE U/W/O
JACK KOPOLOW GST TRUST FBO
WITNESS: ROBERT N. KOPOLOW DTD 12/17/96

Susan M. Curtis By: *Robert N. Kopolow, Trustee*
Robert N. Kopolow, Trustee

EXHIBIT A
NORTHWOOD-MACCLENNY, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%
<u>LIMITED PARTNERS:</u>	
A.G.E. Realty Corporation	0.10%
Trustees of the Marital Trust Under the Eugene F. Barth Revocable Trust	12.2375%
Donald H. Bartholow	12.2375%
Harry Berger	6.11875%
Donald L. Brown	6.11875%
Ronald L. Claassen	12.2375%
Timothy J. Fallon, M.D.	6.11875%
James L. Frey, Trustee Frey Family Trust	12.2375%
Vicki K. Silverman, Trustee U/W/O Jack Kopolow GST Trust FBO Vicki K. Silverman	6.11875%
Robert N. Kopolow, Trustee U/W/O Jack Kopolow GST Trust FBO Robert N. Kopolow	6.11875%
Albert E. Stiegman	12.2375%
Herman J. & Helen M. Ulrich, TTEES Herman J. Ulrich Liv Trust	6.11875%

STATE OF FLORIDA

COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III (as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC.) with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that ROYAL AMERICAN DEVELOPMENT, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD., and that the facts relating to the said ROYAL AMERICAN DEVELOPMENT, INC. set forth in said Amendment are true and correct, and the said ROBERT F. HENRY, III, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 10 day of June, 1998.

Sundei Granberg
NOTARY PUBLIC

Printed Name: Sundei Granberg
Commission No.: _____
Expiring on: _____



SUNDEI GRANBERG
My Commission CC438471
Expires Apr. 15, 1999

STATE OF California

COUNTY OF Los Angeles

Personally appeared before me, a notary public in and for said county and state, VICKI K. SILVERMAN (in her capacity as TRUSTEE OF THE JACK KOPOLOW GST TRUST FBO VICKI K. SILVERMAN) with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that the JACK KOPOLOW GST TRUST FBO VICKI K. SILVERMAN is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD., and that the facts relating to the said JACK KOPOLOW GST TRUST FBO VICKI K. SILVERMAN set forth in said amendment are true and correct, and the said VICKI K. SILVERMAN in her capacity as TRUSTEE OF THE JACK KOPOLOW GST TRUST FBO VICKI K. SILVERMAN, acknowledged to me that she executed said Amendment as her free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 26th day of May, 1998.

Nancy Seegers Lurie
NOTARY PUBLIC

Printed Name: Nancy Seegers Lurie
Commission No.: 1172362
Expiring on: Feb. 5, 2002



STATE OF Colorado

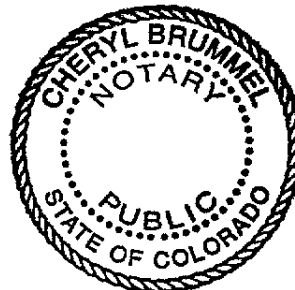
COUNTY OF Boulder

Personally appeared before me, a notary public in and for said county and state, ROBERT N. KOPOLOW (in his capacity as TRUSTEE OF THE JACK KOPOLOW TRUST AND THE JACK KOPOLOW GST TRUST FBO ROBERT N. KOPOLOW) with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that the JACK KOPOLOW TRUST and the JACK KOPOLOW GST TRUST FBO ROBERT N. KOPOLOW are parties to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD., and that the facts relating to the said JACK KOPOLOW TRUST and the JACK KOPOLOW GST TRUST FBO ROBERT N. KOPOLOW set forth in said amendment are true and correct, and the said ROBERT N. KOPOLOW in his capacity as TRUSTEE OF THE JACK KOPOLOW TRUST and the JACK KOPOLOW GST TRUST FBO ROBERT N. KOPOLOW, acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 9th day of May, 1998.

Cheryl Brummel
NOTARY PUBLIC

Printed Name: Cheryl Brummel
Commission No.: _____
Expiring on: 9-3-2000



My Commission Expires 9/3/2000