



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

October 2, 1998

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

600002655526--2
-10/05/98--01073--001
****105.00 ****105.00

RE: Country Oaks Apartments, Ltd.
Doc. No. A11513

Gentlemen:

Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for Country Oaks Apartments, 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.

Sincerely,

Laura Pippin

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Enclosures: as stated

FILED
98 OCT -5 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
COUNTRY OAKS APARTMENTS, LTD.

A. Name : COUNTRY OAKS APARTMENTS, 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, 2025

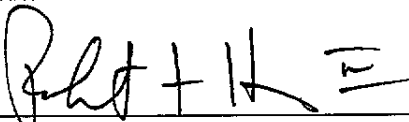
G. Date of Filing of
Original Certificate : November 17, 1981

H. Date of Amended
Certificate : September 15, 1998

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TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Country Oaks Apartments, 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.

GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
Vice President

STATE OF FLORIDA

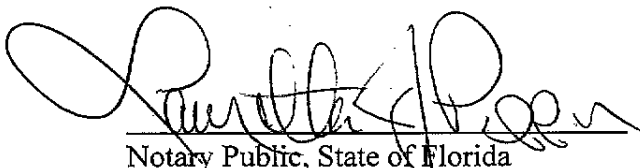
COUNTY OF BAY

I HEREBY CERTIFY that on this 15 day of Sept, 1998, before me personally appeared Robert F. Henry, III, a duly appointed officer of Royal American Development, Inc., General Partner, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that he is a party to the foregoing and annexed Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Country Oaks Apartments, Ltd., and that the facts relating to the said Robert F. Henry, III set forth in said Agreement are true and correct, and the said Robert F. Henry, III acknowledged to me that he executed said Agreement as his free act and deed.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

xx To me personally known
____ Identified by Driver's License Number _____
Issued by the State of _____.

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



Notary Public, State of Florida
Printed Name:
Commission No.:
Date Commission Expires:

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COUNTRY OAKS APARTMENTS, LTD.

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TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 15th day of September, 1998, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) ESTATE OF ROBERT H. FORD, (hereinafter referred to as the "Assignor"); and (iii) LUCILLE B. FORD, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

R E C I T A L S:

A. COUNTRY OAKS APARTMENTS, 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 2.879% interest as a Limited Partner of the Partnership to the Assignee. 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 the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 2.879% limited partnership interest assigned to the 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 are hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS APARTMENTS, 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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STATE
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 the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 2.879% limited partner interest assigned to her 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 the Assignee to the extent of the 2.879% limited partner interest assigned to her by the Assignor; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

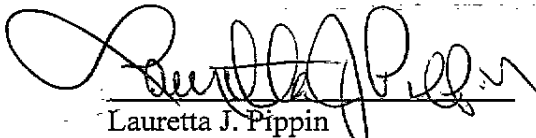
4. - Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

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

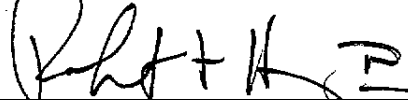
MANAGING GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.



Laurretta J. Pippin
Assistant Secretary

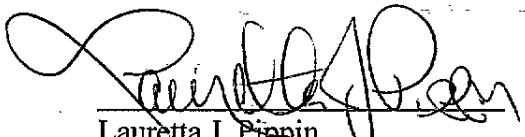
By:  [SEAL]

Robert F. Henry, III
Vice President

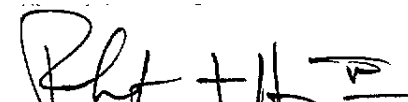
LIMITED PARTNERS:

ATTEST:

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



Laurretta J. Pippin
Assistant Secretary

By:  [SEAL]

Robert F. Henry, III
Vice President

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TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER

WITNESS:

ESTATE OF ROBERT H. FORD

Bern D. Smith

By: *Lucille B. Ford Executrix* [SEAL]

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Bern D. Smith

Lucille B. Ford [SEAL]
Lucille B. Ford

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p Interest
%
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Chapman Associates, Ltd.	4.00%
John D. & Diana M. Anderson	2.879%
Helen M. Berneburg	2.879%
Fernando D. Borges, M.D.	2.879%
Les W. Burke	2.879%
Alfred J. Ciraldo	1.44%
John G. Crosby	2.879%
Richard E. DuBois, M.D.	2.879%
Tuncay Ertan, M.D.	2.879%
Lucille B. Ford	2.879%
Edmond T. Griffin	2.879%
Robert M. Harrison	2.879%
John P. Heard	2.879%
Warren Heller	2.879%
Hans I. & Kathleen Jorgensen	2.879%
John S. Knudsen	2.879%
Francis R. Kramer	2.879%
Estate of Louis P. Laville, Jr.	2.879%
Myrna Leonard	1.4395%
Bouldin A. Marley, Jr., M.D.	2.879%
Joseph F. Miller	2.879%
T. Kenneth Minchew, Jr.	2.879%
Sol Nevins	2.879%
Joseph B. Paley, M.D.	2.879%
Haralambros J. Papathomas	2.879%
Dr. Peter Rubelman	1.4395%
Harold Sandstrom	2.879%
John Michael Yeend	5.758%
Dr. Eva Margaret M. Sperr	2.879%
William B. Stilwell	2.879%
Merle P. Stringer, M.D.	2.879%
Ruth E. Stuart	2.879%
Kathleen A. Thomas	2.879%
Edward M. & Laura R. Waller	1.44%
Franklin Wannemacher	1.44%
Doris A. Jones	1.44%

STATE FLORIDA
COUNTY OF BAY

Personally appeared before me, a Notary Public in and for the jurisdiction aforesaid, ROBERT F. HENRY, III (as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC.), personally well known to me and being by me first duly sworn, did depose and say 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 COUNTRY OAKS APARTMENTS, 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.

Subscribed and sworn to before me on this 15 day of September, 1998.



SUNDEI GRANBERG
My Commission CC439471
Expires Apr. 15, 1999

Sunde Granberg
Notary Public

My commission expires: _____

(Notarial Seal)

State of Ohio
County of Montgomery) SS:

Personally appeared before me, a Notary Public in and for the jurisdiction aforesaid,
Lucille B. Ford on behalf of the ESTATE OF ROBERT H. FORD, being
personally well known to me or who has provided _____ as satisfactory
identification, and being by me first duly sworn, did depose and say that he/she is a party to the
foregoing Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership
of COUNTRY OAKS APARTMENTS, LTD., and that the facts relating to the said ESTATE OF
ROBERT H. FORD set forth in said Amendment are true and correct, and the said Lucille B.
Ford on the behalf of the ESTATE OF ROBERT H. FORD acknowledged to me that he/she
executed said Amendment and Certificate as his/her free act and deed.

Subscribed and sworn to before me on this 27th day of August, 19 98.

Karen W. Lewis
Notary Public

My commission expires: 11/27/00

(Notarial Seal)

KAREN W. LEWIS, Notary Public
In and for the State of Ohio
My commission expires Nov. 27, 2000

State of Ohio
County of Montgomery } SS:

Personally appeared before me, a Notary Public in and for the jurisdiction aforesaid,
LUCILLE B. FORD, being personally well known to me or who has provided
_____ as satisfactory identification, and being by me first duly sworn, did
depose and say that she is a party to the foregoing and annexed Amendment to the Limited
Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS
APARTMENTS, LTD., and that the facts relating to her set forth in said Amendment are true and
correct, and she acknowledged to me that she executed said Amendment as her free act and deed.

Subscribed and sworn to before me on this 27 day of August, 1998.

Karen W. Lewis
Notary Public

My commission expires: 11/27/00

(Notarial Seal)

KAREN W. LEWIS, Notary Public
In and for the State of Ohio
My commission expires Nov. 27, 2000