

A12591

PROFESSIONAL
MANAGEMENT, INC.

9095 Galloway Road
Suite 777
Miami, Florida 33176
(305) 270-0870



VIA FEDERAL EXPRESS

March 30, 1999

700002825347--7
-03/31/99--01063--016
*****52.50 *****52.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Pinewood Associates, Ltd.

Dear Sir:

Attached please find two Amendments to the Certificate of Limited Partnership of Pinewood Associates, Ltd. These documents reflect a change in the general partner and I would greatly appreciate your recording same and returning an executed copy to my office.

Also attached enclosed please find a check in the amount of \$52.50 to cover the filing fees.

My mailing address is 9095 SW 87 Avenue, Suite 777, Miami, FL 33176.

Should you have any questions, please do not hesitate to call.

Sincerely,

James Mitchell / cr
James R. Mitchell

JRM/cr

A1 2591

Carmen -
Ass. to James Mitchell
GAVE AUTHORIZATION BY PHONE TO
CORRECT new GP Address
DATE 4/5/99
DOC. EXAM [Signature]

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
vi. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 1:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 31 PM 1:34

THIRD AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF PINEWOOD ASSOCIATES, LTD.

March 19, 1999

The Certificate of Limited Partnership of Pinewood Associates, Ltd., which was filed with the Secretary of State on May 28, 1982 and which Amended and Restated Certificate and Agreement of Limited Partnership of Pinewood Associates, Ltd., was filed with the Secretary of State on August 3, 1982 and amended on September 1, 1987 is hereby amended by this Third Amendment by First Florida Equities, Inc., a Florida Corporation, the Resigning General Partner, and Professional Management General Partnerships, Inc., a Florida Corporation, the Newly Admitted General Partner, as follows:

ARTICLE I

Formation and Name

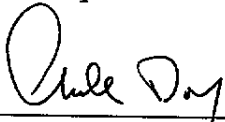
Article 1.1 shall be modified to reflect that Professional Management General Partnerships, Inc., a Florida Corporation has been added as Newly Admitted General Partner pursuant to the provisions of Article XV of the Amended and Restated Certificate and Agreement of Limited Partnership of Pinewood Associates, Ltd. Subsequent to the admittance of Professional Management General Partnerships, Inc., a Florida Corporation, as Newly Admitted General Partner, First Florida Equities, Inc., a Florida Corporation, has resigned as General Partner pursuant to the provisions of Article XV of the Amended and Restated Certificate and Agreement of Limited Partnership of Pinewood Associates, Ltd. The address of the new General Partner shall be 9095 SW 87 Avenue, Suite 777, Miami, FL 33176.

Except as expressly provided herein, all of the terms and provisions of the Amended and Restated Certificate and Agreement of Limited Partnership of Pinewood Associates, Ltd. shall remain in full force and effect.

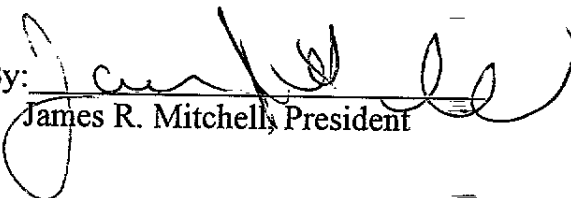
This Third Amendment is being filed within 30 days after admitting Professional Management General Partnerships, Inc., a Florida Corporation, as Newly Admitted General Partner and the resignation of First Florida Equities, Inc., a Florida Corporation, as General Partner, which occurred on March 19, 1999.

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of Pinewood Associates, Ltd. this 19th day of March, 1999.

RESIGNING GENERAL PARTNER:
FIRST FLORIDA EQUITIES, INC.
A Florida Corporation

By: 
Claude Dorsy, President

NEWLY ADMITTED GENERAL PARTNER
PROFESSIONAL MANAGEMENT
GENERAL PARTNERSHIPS, INC.
A Florida Corporation

By: 
James R. Mitchell, President