A12716

(Requestor's Name)					
(Address)					
(Address)					
(City/State/Zip/Phone #)					
PICK-UP WAIT MAIL					
(Business Entity Name)					
(Document Number)					
Certified Copies Certificates of Status					
Special Instructions to Filing Officer:					

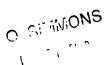




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COVER LETTER

TO: Registration Division of	Section Corporations			
SUBJECT: Willow Bend Apartments LTD.				
		rtnership or Limited Liabilit		
The enclosed Certif	icate of Amendment a	nd fee(s) are submitted	for filing.	
Please return all cor	respondence concerni	ng this matter to:		
H	erbert J. Peterson, II	1		
	Contact Person			
J&C	Management of MS,	LLC		
	Firm/Company			
	P. O. Box 910			
	Address			
Cor	inth, Mississippi 388	335		
	City, State and Zip Code			
Chin	Peterson@bellsoutl	h net		
	o be used for future annual			
For further informa	tion concerning this m	atter, please call:		
Chip	Peterson	at (662)	286-7992	
Name of Contact Person		Area Code and Day	time Telephone Number	
Enclosed is a check	for the following amo	ount:		
S52.50 Filing Fee	\$61.25 Filing Fee and Certificate of Status	\$105.00 Filing Fee and Certified Copy	\$113.75 Filing Fee, Certified Copy, and Certificate of Status	
STREET ADDRESS:		MAILING ADDRESS:		
Registration Section		Registration Section		
Division of Corporations		Division of Corporations		
Clifton Building 2661 Executive Center Circle		P. O. Box 6327 Tallahassee, FL 32314		
Tallahassee, FL 32301		r ananassee,	16 25217	

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF WILLOW BEND APARTMENTS, LTD.

Pursuant to the provisions of section 620.1202, Florida Statutes, Willow Bend Apartments, LTD., a Florida limited partnership, whose original Certificate of Limited Partnership Agreement effective June 22, 1982 was filed with the Florida Department of State on June 24, 1982; amended June 3, 1983, June 29, 1984, June 29, 1987 and January 6, 1989; and assigned Florida document number A12716, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

New Principal Office Address:

618 E. Waldron Street

Corinth, Mississippi 38834

New Mailing Address:

P. O. Box 910

Corinth, Mississippi 38835 -0910

Removal of General Partners: The following persons are hereby withdrawn as General Partners of the Partnership:

Neal F. Harding

2509 Plantside Drive Louisville, KY 40299

Admission of General Partner: The following is hereby admitted as a General Partner of the Partnership:

J & C Management of MS, LLC

P. O. Box 910

Corinth, Mississippi 38835-0910

This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

DISSOCIATING GENERAL PARTNERS:

Neal Harding

By:

Neal F. Harding

NEW GENERAL PARTNER:

J & C Management of MS, LLC

Herbert J. Peterson, III, Manager

Filing Fee: \$52.50

Certificate of Status (optional): \$8.75