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WINFIELD A. GARTNER*
FREDERICK R. BROCKT
BERT C. SIMON*

FLORIDA BAR CERTIFIED *REAL ESTATE LAWYER †CIVIL TRIAL LAWYER

December 28, 1998

Secretary of State UCC Bureau Post Office Box 5588 Tallahassee, Florida 32314

-01/12/99--01064--003 *****85.50 *****52.50

Re: Collateral Mortgage, Ltd., loan to Castal Associates, Ltd.

Dear Sir or Madam:

Enclosed in connection with the referenced matter are the following documents to be recorded:

- 1. UCC-1 Financing Statement with attachments; and
- 2. Third Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Castal Associates, Ltd.

Also enclosed is our firm check in the amount of \$95.50 for recording fees.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely year

₩infield Á. Gartner

WAG/tgh Enclosures

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 25, 1999

WINFIELD A. GARTNER GARTNER BROCK AND SIMON P.O. BOX 10697 JACKSONVILLE, FL 32247-0697

SUBJECT: CASTAL ASSOCIATES, LTD.

Ref. Number: A12862

We have received your document for CASTAL ASSOCIATES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on July 15, 1982. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 399A00003154

THIRD AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF

CASTAL ASSOCIATES, LTD.

This Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of Castal Associates, Ltd., a Florida limited partnership, dated December 15, 1998, further amends and restates that certain Certificate and Agreement of Limited Partnership dated July 15, 1982, and filed December 30, 1982, and filed with the Secretary of State of the State of Florida and further amended by Amendment to Amended and Restated Certificate of Limited Partnership dated April 30, 1993 and Second Amendment to Amended and Restated Certificate of Limited Partnership dated May 27, 1997 (the "Agreement") as follows:

1. The date set out as the end of the term of the Partnership at the second line of paragraph 5 is changed from January 1, 2016, to January 1, 2030.

2. In all other respects, the Agreement shall remain in full force and effect and unmodified.

IN WITNESS WHEREOF, the undersigned have duly executed this Third Amendment to Amended and Restated Certificate of Limited Partnership this 25, day of December, 1998.

General Partners:

Mark A. Werner

Realty Management Group, Inc.

Mark A. Werner, President

| | Registered Agent: |
|-------------------------------------|--|
| | Mark A. Werner |
| | |
| | Limited Partner: |
| STATE OF FLORIDA | Mark A. Werner, Individually |
| COUNTY OF DUVAL | |
| 1998, by Mark A. Werner as Presi | s acknowledged before me this day of December, ident of Realty Management Group, Inc., a Florida pration, who is either () personally known to me or intification. Name: Commission Expires: |
| STATE OF FLORIDA COUNTY OF DUVAL | W. A. GARTNER MY COMMISSION # CC 566175 EXPIRES: June 24, 2000 Bonded Thru Notary Public Underwriters |
| December, 1998, by Mark A. Werr | was acknowledged before me this day of oner, individually, who is either (1) personally known |
| to me or () has produced | Identification. |
| | Name; 4/ H GANTINER |
| | W. A. GARTINER W. A. GARTINER MY COMMISSION # CC 566175 EXPIRES: June 24, 2000 Borded Thus Notacy Public Underwriters |

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