

A13428

LEBOEUF, LAMB, GREENE & MACRAE L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
HOUSTON
JACKSONVILLE

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LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
PARIS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
SAO PAULO
IN ASSOCIATION WITH
TAVARES GUERREIRO ADVOGADOS

March 3, 1999

VIA CERTIFIED MAIL

Division of Corporations
Registration Section
Annual Reports Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-03/05/99--01067--011
*****52.50 *****52.50

Re: BONANZA ASSOCIATES, LTD.
FLEETWOOD ASSOCIATES, LTD.

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State (the "Department") are the 1999 Limited Partnership Annual Reports for Bonanza Associates, Ltd. ("Bonanza") and Fleetwood Associates, Ltd. ("Fleetwood").

Please note that both of these annual reports were filed previously with the Department but were returned to our client due to the administrative dissolution of TWK, Inc., one of the former general partners of each of both Bonanza and Fleetwood. Rather than reinstate the general partner, our client prefers to amend its certificate of limited partnership, removing TWK, Inc. as a general partner.

Thus, enclosed herein, please find the following documents, along with checks representing the filing fees for each document:

1. BONANZA 1999 ANNUAL REPORT

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

FF \$52.50

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Division of Corporations
March 3, 1999
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Check in amount of \$475.15, representing the filing fee.

2. **BONANZA: CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP, and corresponding**

SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

Check in the amount of \$52.50, representing the filing fee.

3. **FLEETWOOD 1999 ANNUAL REPORT**

Check in amount of \$298.75, representing the filing fee.

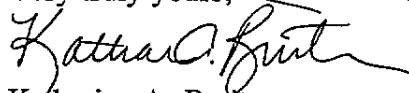
4. **FLEETWOOD: CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP, and corresponding**

SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

Check in the amount of \$52.50, representing the filing fee.

Should you have any questions or be in need of additional information, please call me.

Very truly yours,



Katharine A. Breitmoser

cc: A.T. Parsons, Jr.
Karl B. Hanson, Jr.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 1999

BONANZA ASSOCIATES, LTD.
5001 PHILLIPS HYW. #7B
JACKSONVILLE, FL 32207

SUBJECT: BONANZA ASSOCIATES, LTD.
Ref. Number: A13428

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Our records reflect a general partner listed on your annual report form was administratively dissolved or its certificate of authority was revoked by this office. Because section 620.177, F.S., requires all non-individual general partners to be active on our records, the general partner must be reinstated before we can process your limited partnership annual report form. Enclosed please find the appropriate form and instructions to reinstate the general partner. Please note the fees to reinstate the general partner total \$900.00.

If we have had no written response within 60 days of this letter, we will consider your document abandoned.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF

BONANZA ASSOCIATES, LTD.

THIS CERTIFICATE OF AMENDMENT OF CERTIFICATE OF LIMITED PARTNERSHIP of Bonanza Associates, Ltd. (the "Partnership"), duly executed this 1st day of March, 1999 by Property Planning, Inc., a general partner, is being filed in accordance with Section 620.109 of the Florida Partnership Laws, and shall be effective as of January 1, 1999.

1. The name of the limited partnership is Bonanza Associates, Ltd., and its principal place of business and mailing address is 5001 Phillips Highway, 7-B, Jacksonville, Florida 32207.
2. The Certificate and Agreement of Limited Partnership was filed on November 10, 1982, and an amendment thereto was subsequently filed on May 1, 1987 and June 1, 1987.
3. TWK, Inc. has withdrawn as a general partner of the Partnership.
4. Property Planning, Inc. is the sole general partner of this Partnership, and its office is located at 5001 Phillips Highway, 7-B, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed and sworn to as of the date first written above.

GENERAL PARTNER:

PROPERTY PLANNING, INC.

By: A.T. Parsons, Jr.
Its: President

STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 4:06

SECOND AMENDMENT TO
CERTIFICATE AND AGREEMENT OF
LIMITED PARTNERSHIP OF

BONANZA ASSOCIATES, LTD.

THIS SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF BONANZA ASSOCIATES, LTD. (the "Second Amendment") is executed as of this 1st day of March, 1999, by and among PROPERTY PLANNING, INC., a Florida corporation (the "General Partner"), TWK, Inc., a Florida corporation, and the following limited partners: James G. Roberts, Tucker W. King, George E. Schulz, Jr., William E. Scheu, John D. Baker, and Lindsay W. Cooper, Sr., D.M.D. (the "Limited Partners"). The effective date of this Second Amendment shall be January 1, 1999.

WITNESSETH:

WHEREAS, BONANZA ASSOCIATES, LTD. (the "Partnership") is a Florida limited partnership governed pursuant to that certain Certificate and Agreement of Limited Partnership (the "Partnership Agreement"), filed November 10, 1982, by and among the General Partners and the Limited Partners, as amended by the Amendment to Agreement of Limited Partnership of Bonanza Associates, Ltd. dated as of May 1, 1987, and by the Certificate of Limited Partnership of Bonanza Associates, Ltd. Substituting General Partners, filed June 1, 1987; and

WHEREAS, Article XXI of the Partnership Agreement requires the Partnership Agreement to be amended and recorded when an additional limited partner is admitted and when a general partner withdraws voluntarily or involuntarily and the business is continued; and

WHEREAS, Article XVII, of the Partnership Agreement states that the Partnership Agreement may be amended only by a vote of 100% of the partnership interest, and such amendment must be in writing; and

WHEREAS, TWK, Inc. has withdrawn as a general partner, Property Planning, Inc. has elected to continue the business of the Partnership pursuant to Section 620.157 of the Florida Partnership Laws (1998), and TWK, Inc. desires to convert its interest in the Partnership to that of a Class C Limited Partner; and

WHEREAS, certain other amendments to the Partnership Agreement have become necessary as a result of the above-described changes;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby unanimously agree as follows:

1. The Limited Partners and Property Planning, Inc. hereby consent to the withdrawal of TWK, Inc. as a general partner of the Partnership and waive any notice of such withdrawal required under the Partnership Agreement.

2. Property Planning, Inc. hereby elects to continue the business of the Partnership as the sole general partner of the Partnership.

3. The interest of TWK, Inc. is hereby converted to that of a Class C Limited Partner to the Partnership.

4. Article IV (Partners' Names and Addresses) of the Partnership Agreement is hereby amended to read as follows:

(a) The name, address, and interest of the General Partner is:

PROPERTY PLANNING, INC.
5001 Phillips Highway, 7-B
Jacksonville, Florida 32207 .5%

(b) The names, addresses and interests of the Class A Limited Partners are:

JAMES G. ROBERTS
2801 Cadiz Avenue
Jacksonville, FL 32207 15%

TUCKER W. KING
1030 First Union Building
Jacksonville, FL 32202 15%

GEORGE E. SCHULZ, JR.
3131 Independent Square
Jacksonville, FL 32202 15%

WILLIAM E. SCHEU
4660 Apache Avenue
Jacksonville, FL 32210 15%

JOHN D. BAKER
3547 Richmond Street
Jacksonville, FL 32210 15%

LINDSEY W. COOPER, SR., D.M.D.
Parkview Towers, Suite 818
210-25th Avenue North
Nashville, TN 37208 15%

- (c) The names, addresses and interests of the Class B Limited Partners are:

A. T. PARSONS, JR.
5001 Phillips Highway, 7-B
Jacksonville, FL 32207 4.5%

TUCKER W. KING
1030 First Union Building
Jacksonville, FL 32202 4.5%

- (d) The names, address and interest of the Class C Limited Partner is:

TWK, INC.
1030 First Union Bank Building
Jacksonville, FL 32202 .5%

5. Article VI (Capital and Interest in the Partnership) of the Partnership Agreement is hereby amended as follows:

- (a) Article VI(a)(ii) is amended to read as follows:

(ii) The interest of the General Partner shall be .5%, owned by Property Planning, Inc.

- (b) Article VI is amended to add the following:

- (c) Class C Limited Partners:

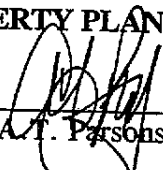
(i) The Class C Limited Partner has a .5% interest in the Partnership.

(ii) The aggregate interest of the Class C Limited Partner is .5%.

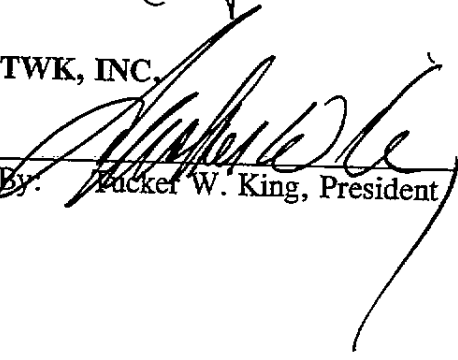
6. The Partnership Agreement, except as amended hereby, shall continue in full force and effect and in accordance with the terms and conditions therein and the Partnership shall continue in existence in accordance with the Partnership Agreement.

IN WITNESS WHEREOF, this Second Amendment to Agreement of Limited Partnership has been executed and sworn to as of the date first above written.

PROPERTY PLANNING, INC., General Partner

By:  _____
A.T. Parsons, Jr., President

TWK, INC.

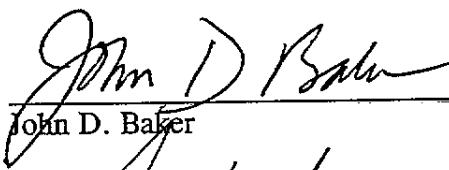
By:  _____
Tucker W. King, President


[SIGNATURES CONTINUED ON NEXT PAGE]

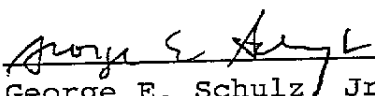

James G. Roberts

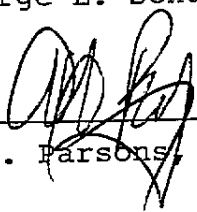

Tucker W. King


William E. Scheu


John D. Baker


Lindsey W. Cooper, Sr., D.M.D.


George E. Schulz, Jr.


A.T. Parsons, Jr.

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