

A13524
SOUTH TAMPA, LTD.

5445 Mariner Street - Suite 104 - Tampa, FL 33609-3415 (813) 282-1873 FAX (813) 287-8259

June 22, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 8:59

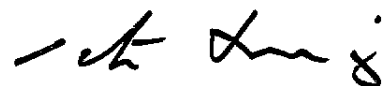
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/26/98--01075--003
*****52.50 *****52.50

Gentlemen:

Please find enclosed the *Second Amendment to Limited Partnership Agreement* for South Tampa, Ltd. along with a check in the amount of \$52.50 which represents the recording fee for this amendment.

Sincerely,



Peter Irving
General Partner

PI/dal
Enclosures

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
vv. P. Verifier	MAH

A13524

SOUTH TAMPA, LTD.

SECOND AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS SECOND AMENDMENT TO PARTNERSHIP AGREEMENT, is made and entered into as of the 22nd day of June, 1998, by and among George J. Baxter, Peter Irving, and Robert S. Kerr, Jr. (the "General Partners") and the persons signing this Agreement as limited partners (the "Limited Partners"), with the Limited Partners and the General Partners being collectively referred to as the "Partners".

WHEREAS, the Partners entered into a Limited Partnership Agreement (the "Partnership Agreement") creating a Florida limited partnership to be operated under the name South Tampa, Ltd.; and

WHEREAS, Article 19 of the Partnership Agreement allows the Partnership Agreement to be amended upon Agreement of the General Partners, together with the consent of Limited Partners holding at least a majority of the Limited Partnership Interests, except that the consent of all the Limited Partners is required for any amendment to Article 2, 5, 7, 8, 16.01, 17, and 19; and

WHEREAS, 100% of the General Partners and the Limited Partners have agreed to terms and conditions of this Second Amendment;

NOW, THEREFORE, the Partners agree to amend the Partnership Agreement as follows:

1. The following provisions shall be added to Section 7.02(a) of the Partnership Agreement:

For purposes of the distribution of the net proceeds of the sale of approximately 10.79 acres to Brandon Crossing Partners, Ltd., the net investment in the property sold shall include approximately 8 acres of property to the north of Delaney Creek, as well as the 10.79 acres. If and when the 8 acres of property to the north of Delaney Creek are sold, the proceeds of such sale shall be distributed first, to repay outstanding advances and interest thereon, if any by any General Partner, and second, 70% to the Limited Partners as a group (in proportion to their respective ownership of Interests) and 30% to the General Partners as a group.

2. All other terms and conditions of the Limited Partnership Agreement, as previously amended, shall remain in full force and effect, except as modified by the terms of this Amendment.

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IN WITNESS WHEREOF, the parties have executed this Second Amendment to Partnership Agreement as of the day and year first written above.

Maureen A. Lear
Witness as to Baxter

George J. Baxter *
George J. Baxter
5005 San Jose
Tampa, FL 33629

Maureen A. Lear
Witness as to Irving

Peter Irving
Peter Irving
5445 Mariner Street - Suite 104
Tampa, FL 33609-3415

Maureen A. Lear
Witness as to Kerr

Robert S. Kerr Jr. *
Robert S. Kerr, Jr.
12501 North May Avenue
Oklahoma City, OK 73120

"GENERAL PARTNERS"

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* This signature is made by a General Partner pursuant to a duly authorized written Power of Attorney.

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Name and Address

Melanie A. Lear
Witness as to Acosta

Melanie Wagner Acosta
Melanie Wagner Acosta
662 Riviera Drive
Tampa, Florida 33606

Melanie A. Lear
Witness as to Alvarez

Marcelo A. Alvarez *
Marcelo A. Alvarez
7871 School House Road
Miami, Florida 33143

Melanie A. Lear
Witness as to Baldwin

Walter A. Baldwin Jr. - Trustee
Walter A. Baldwin, Jr., Trustee
The Walter A. Baldwin, Jr.
Revocable Trust
3312 Jean Circle
Tampa, Florida 33629

Melanie A. Lear
Witness as to Baxters

George J. & K. Deborah Baxter
George J. and K. Deborah Baxter
5005 San Jose
Tampa, FL 33629

Melanie A. Lear
Witness as to Frey

Robert H. Frey General Partner
Robert H. Frey, General Partner
Bend Pro Partnership
610 S. Boulevard - Suite 100
Tampa, Florida 33606

Melanie A. Lear
Witness as to Blumsacks

Nathan and Minnie Blumsack*
Nathan and Minnie Blumsack
2506 Emerald Way N.
Deer Creek Country Club
Deerfield Beach, Florida 33442

* This signature is made by a General Partner pursuant to a duly authorized written Power of Attorney.

Maime A. Lear
Witness as to Bogues

Maime A. Lear
Witness as to Bramson

Maime A. Lear
Witness as to Brins

Maime A. Lear
Witness as to Burtle

Maime A. Lear
Witness as to Carastro

Maime A. Lear
Witness as to Culbreath

Maime A. Lear
Witness as to Drewry

Russell S. & Elaine Bogue *
Russell S. & Elaine Bogue
2611 Bayshore Boulevard - #901
Tampa, FL 33629

Robert T. Bramson
Robert T. Bramson
54 Cedar Lane Way
Boston, MA 02108

Robert H. & Peggy Brin
Robert H. and Peggy Brin
13645 Deering Bay Drive #114
Coral Gables, FL 33156

Mary Kathleen Burtle *
Mary Kathleen Burtle
5629 Austin Street
Leesburg, Florida 34748

Sam Carastro Trustee *
Sam Carastro, Trustee
The Sam Carastro Revocable Trust
1909 West Richardson Place
Tampa, Florida 33606-3133

H L Culbreath Jr. *
H. L. Culbreath, Jr.
H. L. Culbreath, Jr. Grantor Trust
52 Bahama Circle
Tampa, Florida 33606

Anne Drewry *
Anne Drewry
905 Pine Hollow Place
Brandon, Florida 33510-2739

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Sharon A. Lear
Witness as to Drewrys

Sharon A. Lear
Witness as to Drewry

Sharon A. Lear
Witness as to Ellyson

Sharon A. Lear
Witness as to Faske

Sharon A. Lear
Witness as to Crane

Sharon A. Lear
Witness as to Folken

Garth R. & Anne Drewry *
Garth R. & Anne Drewry
905 Pine Hollow Place
Brandon, Florida 33510-2739

Garth R. Drewry Trustee
Garth R. Drewry, Trustee
The Garth R. Drewry Trust
905 Pine Hollow Place
Brandon, Florida 33510-2739

Robert C. Ellyson *
Robert C. Ellyson
7350 Capilla Court
Coral Gables, Florida 33143

Ruth Faske Trustee *
Ruth Faske, Trustee
The Ruth Faske Trust
Biscayne Cove
18181 N. W. 31st Court - 408 Tower
North Miami Beach, Florida 33160

Stephen Crane General Partner
Stephen Crane, General Partner
Foley & Lardner-Tampa
Real Estate Partnership
P. O. Box 3391
Tampa, Florida 33601-3391

Denny N. Folken *
Denny N. Folken
1600 Hwy. 64 West #95
Sapphire, NC 28774

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98 JUN 16 AM 9:40

* This signature is made by a General Partner pursuant to a duly authorized written Power of Attorney.

Shayne A. Lear
Witness as to Golkin

Gerald M Golkin *
Gerald M. Golkin
500 E. 77th Avenue - Apt 426
New York, NY 10021

Shayne A. Lear
Witness as to Haynes

Ronald E Haynes
Ronald E. Haynes
3884 Nottingham Drive
Tarpon Springs, Florida 34689

Shayne A. Lear
Witness as to Irvings

Peter and Clare Irving
Peter and Clare Irving
14900 Gulf Boulevard #402
Madeira Beach, FL 33708

Shayne A. Lear
Witness as to Kerr

Robert S Kerr Jr. *
Robert S. Kerr, Jr.
Robert S. Kerr, Jr. Revocable Trust
12501 North May Avenue
Oklahoma City, Oklahoma 73120

Shayne A. Lear
Witness as to Kimbrell

James S Kimbrell *
James S. Kimbrell
14745 Feather Sound Drive
Clearwater, FL 34622

Shayne A. Lear
Witness as to Leonardi

Roy E Leonardi *
Roy E. Leonardi
813 E. Bloomingdale Avenue #254
Brandon, Florida 33511

Shayne A. Lear
Witness as to Logue

James S. & Margaret Logue *
James S. & Margaret L. Logue
200 Ocean Lane Drive #607
Key Biscayne, Florida 33149

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Shayne A. Lear
Witness as to Mason

Shayne A. Lear
Witness as to Michel

Shayne A. Lear
Witness as to Pace

Shayne A. Lear
Witness as to Schoenborn

Shayne A. Lear
Witness as to Seitlin

Shayne A. Lear
Witness as to Wagner

Shayne A. Lear
Witness as to George Williams

Norman B. Mason *
Norman B. Mason
Brancepeth Manor Farm
Crook
Co. Durham England DL 15 9AS

Gilbert Michel Jr Trustee *
Gilbert Michel, Jr. Trustee
4716 University Drive
Coral Gables, Florida 33146

Derek Pace
Derek Pace
60 Wantage Road
Wallingford
Oxon, England OX10 0LY

David E. & Marion Schoenborn
David E. & Marion Schoenborn
571 Stonemont Drive
Weston, FL 33326-3502

Sam & Ruth Seitlin *
Sam & Ruth Seitlin
10155 Collins Avenue #1005
Bal Harbour, Florida 33154

Albert H. & Lizbeth Wagner *
Albert H. & Lizbeth Wagner
4204 West Platt Street
Tampa, Florida 33609

George C Williams Trustee
George C. Williams, Trustee
The George C. Williams Rev. Trust
2552 West Palm Drive
Tampa, Florida 33629

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* This signature is made by a General Partner pursuant to a duly authorized written Power of Attorney.

Sharon A. Lear
Witness as to Franasiak

David Franasiak Trustee *
David Franasiak, Trustee
Williams & Jensen, P.C.
Pension Plan & Trust
Third Floor
1155 21st Street NW
Washington, DC 20036

"LIMITED PARTNERS"

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