



THE UNITED STATES
CORPORATION
COMPANY

A 14791

ACCOUNT NO. : 072100000032

REFERENCE : 611457 4732152

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 611457-015

CUSTOMER NO: 4732152

CUSTOMER: Ms. Pat J. Davidson
Gartner Brock & Simon
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

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11/24/97 11:04 -006
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FILED
97 NOV 24 PM 3:54
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: TREEHOUSE OF JACKSONVILLE, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: h/c

G. TAX _____
FILING 52.50
R. AGENT FEE _____
G. COPY _____
TOTAL 52.50
N. BANK _____
BALANCE DUE _____
OFFICE _____

RECEIVED
97 NOV 24 PM 2:40
DIVISION OF CORPORATION

11/24/97

AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF
LIMITED PARTNERSHIP OF
TREEHOUSE OF JACKSONVILLE, LTD.

97 NOV 24 PM 3:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment to the Amended and Restated Certificate of Limited Partnership of Treehouse of Jacksonville, Ltd., a Florida limited partnership, dated November 20, 1997, amends that certain Amended and Restated Certificate of Limited Partnership dated June 13, 1997, and filed October 8, 1997, with the Secretary of State of the State of Florida, which amends that Certificate of Limited Partnership, dated June 28, 1983, and filed June 28, 1983, with the Secretary of the State of Florida, (the "Certificate") as follows:

1. Paragraph 5 of the Amended and Restated Certificate of Limited Partnership of Treehouse of Jacksonville, Ltd. should read as follows: "The name of the registered agent for service of process on this limited partnership is CHARLES O. CHUPP."

2. Paragraph 6 of the Amended and Restated Certificate of Limited Partnership of Treehouse of Jacksonville, Ltd. should read as follows: The address for the registered agent of this limited partnership is 1357 West Beaver Street, P.O. Box 40606, Jacksonville, Florida 32203.

3. Paragraph 8 of the Amended and Restated Certificate of Limited Partnership of Treehouse of Jacksonville, Ltd. should read as follows: The name and principal business address of the general partner of the partnership is CHUPP INVESTMENTS, INC., a Florida corporation, 1357 West Beaver Street, P.O. Box 40606, Jacksonville, Florida 32203.

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4. In all other respects, the Certificate shall remain unmodified and in full force and effect.

IN WITNESS WHEREOF, the undersigned has duly executed this Amendment to Amended and Restated Certificate of Limited Partnership this 20th day of November, 1997, which is being filed with the Secretary of State of the State of Florida in accordance with the provisions of Section 620.109(7) of the Florida Statutes.

GENERAL PARTNER:

CHUPP INVESTMENTS, INC.

By: 

Charles O. Chupp
President

Registered Agent:


Charles O. Chupp

FILED
97 NOV 24 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

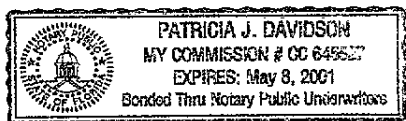
Withdrawing General Partner

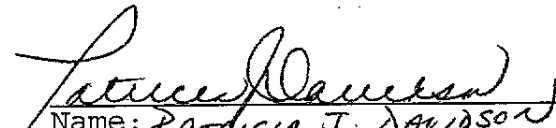

By:

Charles O. Chupp

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21 day of November, 1997, by Charles O. Chupp, as President and Registered Agent of Chupp Investments, Inc., a Florida corporation, on behalf of the corporation.




Name: PATRICIA J. DAVIDSON
Notary Public, State and
County Aforesaid

My Commission Expires:

(Notarial Seal)

Personally known ✓ OR Produced identification _____
Type of identification produced _____