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HELLING REALTY AND INVESTMENT COMPANY

2431 ALOMA AVENUE • WINTER PARK, FLORIDA 32792
TELEPHONE (407) 678-1866/678-1106
FAX (407) 678-8454

Located in the Crealde Executive Center

May 28, 1997

Florida Department of State
Division of Corporations
Attn: Limited Partnership Section
409 E. Gaines St.
Tallahassee, FL 32314

SENT VIA FEDERAL EXPRESS

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-05/29/97--01090--002
*****52.50 *****52.50

Dear Sir or Madam:


Enclosed is an original and one copy of an Amendment to the Certificate of Limited Partnership for Serenola Manor II, Ltd. Please process this Amendment and return a filed copy to us via Federal Express **Morning Delivery**. Our Federal Express Account # and address are as follows:

Federal Express Account# 1706-8599-7

Helling Realty and Investment Company
Attn: Susan Wilson
2431 Aloma Avenue
Winter Park, FL 32792
Phone # (407) 678-1866

FILED
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Also enclosed is a check in the amount of \$52.50 for the amendment fee.

Name	Thank you for your assistance.
Signature	Sincerely, DCC
Signature	
Signature	Susan K. Wilson
Signature	Administration
Signature	Enclosure
Signature	SW:cf
Signature	Enclosures
Signature	DCC

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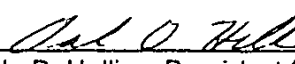
**AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF SERENOLA MANOR II, LTD.**

1. The name of the partnership is Serenola Manor II, Ltd.
2. The date of filing of the Certificate of Limited Partnership with the Florida Department of State was April 12, 1984.
3. The Certificate of Limited Partnership is hereby amended to read as follows:

The Certificate of Limited Partnership of Serenola Manor II, Ltd. is hereby amended to change the General Partner of the limited partnership to SM2, Inc., a Florida corporation, whose business address is 2431 Aloma Avenue, Winter Park FL 32792.

P97000022899

IN WITNESS WHEREOF, the undersigned, as the resigning President of the General Partner of Serenola Manor II, Ltd., has executed this Amendment to the Certificate of Limited Partnership as of this 10 day of March, 1997.



Dale D. Helling, President
DDH Investment Corporation, General Partner

STATE OF FLORIDA
COUNTY OF ORANGE


BEFORE ME, a Notary Public, personally appeared Dale D. Helling, to me known to be the person described as the resigning President of the General Partner of Serenola Manor II, Ltd., and who executed the foregoing Amendment to the Certificate of Limited Partnership and acknowledged before me that he subscribed to this Amendment to the Certificate of Limited Partnership.

WITNESS my hand and official seal in the state and county aforesaid this 10 day of March, 1997.

My Commission Expires:



SUSAN K. WILSON
My Commission CC425353
Expires Dec. 08, 1998
Bonded by HAI
800-422-1555



NOTARY PUBLIC - Susan K. Wilson

IN WITNESS WHEREOF, the undersigned, as the newly appointed General Partner of Serenola Manor II, Ltd., has executed this Amendment to the Certificate of Limited Partnership as of the 10 day of March, 1997.

Dale D. Helling
Dale D. Helling, President
SM2, Inc., Newly Appointed General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Dale D. Helling, to me known to be the person described as President of SM2, Inc., newly appointed General Partner of Serenola Manor II, Ltd. and who executed the foregoing Amendment to the Certificate of Limited Partnership and acknowledged before me that he subscribed to this Amendment to the Certificate of Limited Partnership on behalf of SM2, Inc.

WITNESS my hand and official seal in the state and county aforesaid this 10 day of March 1997.

My Commission Expires:



SUSAN K WILSON
My Commission CC425358
Expires Dec. 08, 1998
Bonded by HAI
800-422-1555

Susan K. Wilson
NOTARY PUBLIC - Susan K. Wilson

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