Karen S. Malnar kmalnar@jafferaitt.com

SUITE 2400 ==== ONE WOODWARD AVENUE DETROIT, MICHIGAN 48226

SOUTHFIELD

TELEPHONE (313) 961-8380 TELEFACSIMILE (313) 961-8358

November 3, 1999

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Florida Dept. of State **Division of Corporations** 409 E. Gaines St. Tallahassee, Florida 32399

> Fisherman's Landing of Coconut Creek Limited Re: **Partnership**

Dear Sir/Madam:

Enclosed is a certificate of amendment for the above referenced limited partnership along with a check for \$52.50. Please file this amendment and return evidence of filing to me at the above address.

Please feel free to call me @ (313) 961-8380 with any questions you may have in this regard. Thank you for your cooperation.

Very truly yours,

JAFFE, RAITT, HEUER & WEISS **Professional Corporation**

Karen S. Malnar Legal Assistant

enclosures

Stephen G. Schafer, Esq. 0663023.01/AMURCO/COCO



FLORIDA DEPARTMENT OF STATE Katherine Harris

Katherine Harris Secretary of State

November 10, 1999

KAREN S. MALNAR JAFFE, RAITT, HEUER & WEISS ONE WOODWARD AVENUE, SUITE 2400 DETROIT, MI 48226

SUBJECT: FISHERMAN'S LANDING OF COCONUT CREEK LIMITED

PARTNERSHIP

Ref. Number: A18097

We have received your document for FISHERMAN'S LANDING OF COCONUT CREEK LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check along with this document in order to complete your filing.

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) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 999A00054397

Done 99

FISHERMAN'S LANDING OF COCONUT CREEK LIMITED PARTNERSHIP

Tenth Amendment to Agreement and Certificate of Limited Partnership

THIS AGREEMENT, MADE EFFECTIVE AS OF THE FIRST DAY OF OCTOBER, 1999, by and between Amurcon Corporation (the "General Partner") and the Special Limited Partner and Investor Limited Partners whose names are set forth on Exhibit A attached to the Partnership Agreement (defined below) do hereby agree and swear as set forth herein.

The Partnership is a Limited Partnership organized and existing under the laws of the State of Florida pursuant to an Agreement and Certificate of Limited Partnership which was filed with the Secretary of State of Florida on October 19, 1984 and any subsequent amendments thereto, if any (collectively the "Partnership Agreement"). The Partners wish to amend the Partnership Agreement as set forth herein.

Clause (2) of the last sentence of Subsection 6.4 of the Partnership Agreement is hereby amended to read, in its entirety, as follows:

"(2) any contract between the Partnership and a General Partner or its Affiliate, other than those referred to in paragraph 6.1(b) and other than that certain Reimbursement Agreement to be entered into between the Partnership and Mr. Fred A. Erb, dated as of November 1, 1999, shall be terminable by the Partnership on 60 days prior written notice."

Except to the extent herein amended, all provisions of the Partnership Agreement shall continue in full force and effect. This Tenth Amendment may be executed in any number of counterparts.

IN WITNESS WHEREOF, THE PARTIES HAVE EXECUTED THIS AGREEMENT AS OF THE DATE FIRST WRITTEN ABOVE.

GENERAL PARTNER:
AMURCON CORPORATION,
a Michigan corporation,

WILLIE M. MARTIN, Vice President

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