

A18521

May 25, 1999

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002893278--0
-06/02/99--01101--005
***105.00 ***105.00

Re: Landcom-Orange Park, Ltd.
A18521

Attached is a Certificate of Amendment To Certificate of Limited Partnership of Landcom-Orange Park, Ltd., partnership number A18521.

This Certificate is assigning the interest of a Limited Partner to a Substitute Limited Partner. If you have any questions or need additional information please contact me at 904.992.7390 ext. 20.

We are requesting a certified copy be returned to us; the proper fees are enclosed.

Sincerely,



Michele Mullins
Administrative Assistant

FILED
99 JUN -2 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL
6-9-99

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Landcom-Orange Park, Ltd./A18521

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 12, 1984, adopts the following certificate of amendment to its certificate of limited partnership.

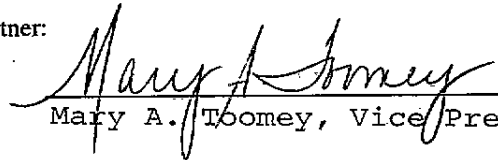
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

See attached assignment of interest.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:


Mary A. Toomey, Vice President

Signature(s) of new general partner(s), if applicable:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF LANDCOM - ORANGE PARK, LTD.

THIS SEVENTH AMENDMENT to the Agreement and Certificate of Limited Partnership of **LANDCOM - ORANGE PARK, LTD.** (the "Partnership"), is made and entered into as of the 11th day of September, 1998 (the "Effective Date").

MT The undersigned, being the general partner of the Partnership (the "General Partner") and ~~E. C.~~ Gallagher, the Substitute Limited Partner pursuant to Section 10.1 of the Agreement as defined below, hereby agree to amend the Agreement and Certificate of Limited Partnership dated December 5, 1984, as amended by the First Amendment to, and Restatement of, Agreement and Certificate of Limited Partnership dated as of March 1, 1985, the Second Amendment to Agreement of Limited Partnership dated October 14, 1987, the Third Amendment to Agreement of Limited Partnership effective as of January 1, 1988, the Fourth Amendment to and Partial Restatement of Agreement of Limited Partnership effective as of June 1, 1989, the Fifth Amendment of Agreement of Limited Partnership dated November 1, 1989 and the Sixth Amendment to Agreement of Limited Partnership dated September 3, 1998 (collectively, the "Agreement").

The following is hereby amended in the Agreement:

- MT* (i) The interest of Wilma S. Gallagher, a Limited Partner, is hereby assigned to ~~E. C.~~ Gallagher. *E. C.*
- MT* (ii) ~~E. C.~~ Gallagher, as the Substitute Limited Partner, accepts and adopts all the terms and provisions of the Agreement. *E. C.*

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first written above.

"GENERAL PARTNER"

LANDCOM, INC., a Florida Corporation

By: *Mary A. Toomey*
(Print Name) MARY A. TOOMEY
Its: VICE PRESIDENT

SUBSTITUTE LIMITED PARTNER

E. C. Gallagher
E. C. Gallagher
E. C. GALLAGHER
C. E.

99 JUN -2 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED