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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

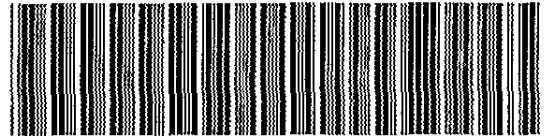
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DIVISION OF CORPORATIONS
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*Amended
12/17*

Walt

FF \$52.50



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P.01

CT CORPORATION SYSTEM

FAX TRANSMITTAL FORM

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

DATE

16
8
12-4-02

NUMBER OF PAGES INCLUDING COVER

4 of 4

DELIVER TO

Brenda Tadish

FAX #

410-1015

TELEPHONE

FROM

Jeff Melherton

DEPARTMENT

CT Tell

EXTENSION

SPECIAL INSTRUCTIONS

per our discussion

5733728 50

FAX TRANSMITTAL FORM

CT CORPORATION SYSTEM

3 Gateway Center
Pittsburgh, PA 15222
Tel. 412 281-2681
Fax 412 281-5212

Pittsburgh Team

Luzon Davis
Samantha Barber
Susannah Gales
Curt Kreisel
Melissa Connell
Debbie Schwab
Marcey Smith

Date: 12-13-02

To: Jeff Netherton

Fax #: _____

From: Susannah Gales

Pages (including cover): 3

Comments: Revised Carnegie Club docs!
SO # 5733728

CARRIAGE CLUB ASSOCIATES, LTD.**SECOND AMENDMENT TO SECOND AMENDED AGREEMENT AND
SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP**

THIS AMENDMENT is made and entered into as of the 26th day of November 2002, by Westco Management, Inc., the undersigned, the general partner of Carriage Club Associates, Ltd.

WHEREAS, the initial partners of Carriage Club Associates, Ltd. (hereinafter referred to as the "Partnership") executed a Certificate and Agreement of Limited Partnership and filed said Certificate and Agreement of Limited Partnership with the Florida Secretary of State on December 21, 1984; and

WHEREAS, the Partnership executed an Amended and Restated Certificate and Agreement of Limited Partnership on February 22, 1985 and filed said Amended and Restated Certificate and Agreement of Limited Partnership with the Florida Secretary of State on February 25, 1985; and

WHEREAS, the Partnership executed a Second Amended Agreement and Second Amended Certificate of Limited Partnership on July 1, 1985 and filed said Second Amended Agreement and Second Amended Certificate of Limited Partnership with the Florida Secretary of State on July 30, 1985; and

WHEREAS, the Partnership executed an Amendment to Second Amended Agreement and Second Amended Certificate of Limited Partnership on January 1, 1991 (hereinafter referred to as the "Agreement and Certificate"), and filed said Agreement and Certificate with the Florida Secretary of State on January 5, 1991; and

WHEREAS, the undersigned desires to amend and restate a certain term and provision of the Agreement and Certificate.

NOW, THEREFORE, in consideration of the foregoing, and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agreement and Certificate be, and hereby is, amended as follows:

- 1) Section 1.04. Term of the Agreement and Certificate is amended to change the expiration date of the Agreement from December 31, 2020 to December 31, 2050.
- 2) All fees set forth in Sections 7.14, 7.16 and 7.17 of the Agreement have been paid.
- 3) The reserve for replacement account set forth in Section 7.24 is to be replaced by the Replacement Reserve Account established by the Fannie Mae financing documents to be executed on December 6, 2002.

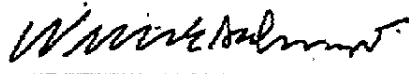
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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS

- 4) Except as amended hereby, the Agreement and Certificate shall remain in full force and effect.
- 5) This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has hereby executed and delivered this Amendment, by its President, as of the date first set forth above.

GENERAL PARTNER:

Westco Management, Inc.

BY: 

ITS:

President

William E. Balsinger