THE LANDCOM COMPANIES -

A20189

May 25, 1999

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

Re:

Landcom-Ocala, Ltd.

A20789

Attached is a Certificate of Amendment To Certificate of Limited Partnership of Landcom-Ocala, Ltd., partnership number A20789.

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,

Muchele Thullin

Michele Mullins Administrative Assistant A 20169

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Acknowle:	

LANDCOM, INC. + LANDCOM HOSPITALITY MANAGEMENT, INC. + LANDCOM REALTY, INC. Lie R.E. Broker.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 7, 1999

MICHELLE MULLINS THE LANDCOM COMPANIES 4314 PABLO OAKS COURT JACKSONVILLE, FL 32224

SUBJECT: LANDCOM-OCALA, LTD.

Ref. Number: A20789

We have received your document for LANDCOM-OCALA, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 499A00030684

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

Landcom - Qcala, Ltd./A20789
(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 September 19, 1985, 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, to be effective upon filing with Secretary of State.
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: Auy A. Joney
Mary A. Poomey, Vice President
Signature(s) of new general partner(s), if applicable:
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FIFTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF LANDCOM - OCALA, LTD.

THIS FIFTH AMENDMENT to the Agreement and Certificate of Limited Partnership of LANDCOM - OCALA, LTD. (the "Partnership"), is made and entered into as of the _// Eday 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 formed in August 1985, as amended by the First Amendment to, and Restatement of, Agreement and Certificate of Limited Partnership dated as of September 1, 1985, the Second Amendment to Agreement of Limited Partnership dated December 28th, 1987, the Third Amendment to Agreement of Limited Partnership dated December 9th, 1988 and the Fourth Amendment to Agreement of Limited Partnership dated November 1, 1989 (collectively, the "Agreement").

The following is hereby amended in the Agreement:

M______(ii)

The interest of Wilma S. Gallagher, a Limited Partner, is hereby assigned to E. E. Gallagher.

E. C. Gallagher, as the Substitute Limited Partner, accepts and adopts all the terms and provisions of the Agreement.

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

"GENERAL PARTNER"

LANDCOM, INC., a Florida Corporation

(Print Name) MARY A. TOOME

IIS: VICE PRESIDENT

SUBSTITUTE LIMITED PARTNER

C. GALLAGHER

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