

A 22128

1/06/99 CORPORATE DETAIL RECORD SCREEN
NUM: A22128 ST:FL ACTIVE/FL LP FLD: 02/27/1986
LAST: AMENDMENT FLD: 12/30/1997
ACT CONT: 1,798,318.00 FEI#: 59-2732055
NAME : PRICE REALTY, LTD.
PRINCIPAL: 14022 5TH STREET, SUITE C
ADDRESS P.O. BOX 1165
DADE CITY, FL 33526-1165
MAILING : 14022 5TH STREET, SUITE C
ADDRESS P.O. BOX 1165
DADE CITY, FL 33526-1165
RA NAME : PICKENS COLES PRICE
RA ADDR : 14022 5TH STREET
SUITE C
DADE CITY, FL 33525 US
ANN REP : (1996) I 12/19/95 (1997) I 12/18/96 (1998) I 12/31/97

98 DEC 31 3:03 PM
FILED
TALLAHASSEE, FLORIDA
CHANGED: 12/21/94
CHANGED: 12/21/94
NAME CHG: 12/27/88
ADDR CHG: 12/21/94

1. MENU, 3. PARTNERS, 4. EVENTS

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PRICE REALTY, LTD.
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being the general partners of Price Realty, Ltd. (the "Partnership"), for the purpose of amending and restating the currently existing First Amendment in Nature of a Complete Substitution to the Agreement and Amended and Restated Certificate of Limited Partnership set forth herein, do hereby associate themselves together and sign and swear to this Amended and Restated Certificate of Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Sections 620.109 and 620.114 (1) (b), Florida Statutes, and state the following:

WHEREAS, the Partnership was formed upon the filing of an Agreement and Certificate of Limited Partnership with the Office of the Secretary of State in the State of Florida on February 27, 1986, which was amended by the filing of the First Amendment in Nature of a Complete Substitution to the the Agreement and Certificate of Limited Partnership on December 30, 1986, and the Amended and Restated Certificate of Limited Partnership filed on February 15, 1988 (the "Certificate of Limited Partnership"), and on December 30, 1997 an "Amended Certificate of Limited Partnership" was filed.

WHEREAS, all of the general partners in the Partnership desire to change the addresses of the general partners and to extend the time for which the Partnership shall be dissolved and otherwise Amend the Certificate of Limited Partnership.

NOW THEREFORE, the Certificate of Limited Partnership is amended and restated and replaces, as follows:

1. The Name of the Partnership is Price Realty,
2. The addresses of the general partners are as follows:

Picken C. Price	William F. E. Price
4517 Rosemere Road	4141 Bayshore Blvd.
Tampa, FL 33609	Apt. #1901
	Tampa, FL 33611

3. The latest date upon which the Partnership shall dissolve is December 31, 1999.

The execution of this Certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
DEC 31 AM 10:55
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the general partners of Price Realty, Ltd. this 29th day of December, 1998.

Pickens C. Price
PICKENS C. PRICE, a General
Partner of Price Realty, Ltd.

William F. E. Price
WILLIAM F. E. PRICE, a General
Partner of Price Realty, Ltd.

FILED
98 DEC 31 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA