

Division of Corporations

A 24567

Florida Department of State
Division of Corporations
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Sandra B. Mortham, Secretary of State

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LIMITED PARTNERSHIP AMENDMENT

C & O PROPERTIES, LTD.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

C & O PROPERTIES, LTD.
P.O. BOX 16469
JACKSONVILLE, FL 32245

SUBJECT: C & O PROPERTIES, LTD.
REF: A24567

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the original file date of this partnership in our office. According to our records the date should be February 17, 1987. Please correct your document and return it to our office.

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) 487-6913.

Diane Cushing
Corporate Specialist

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[Step 6, Day 3d]

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
C&O PROPERTIES, LTD.**

Pursuant to Section 620.109(2)(a), Florida Statutes, C&O Properties, Ltd., a Florida limited partnership, hereby amends its Certificate of Limited Partnership heretofore filed in the Office of the Secretary of the State of Florida on Feb. 17, 1987, under document no. A24567, as previously amended June 25, 1993, as follows:

1. Effective October 30, 1998, COPROP Corp., a Florida corporation, withdrew as the sole general partner of the limited partnership.

2. Effective October 30, 1998, and simultaneously with the withdrawal described in the preceding paragraph, Asbury Jax Management, L.L.C., a Delaware limited liability company, was admitted as the new sole general partner of the limited partnership.

MA98000001271

3. The Partners of the Partnership unanimously approved the withdrawal of general partner and admission of substitute general partner.


4. The business address and mailing address of the new sole general partner shall be: One Rockefeller Plaza, 32nd Floor, New York, New York 10020.

5. In all other respects, the original Certificate of Limited Partnership shall remain unchanged and in full force and effect.

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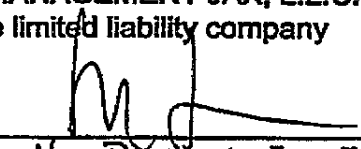
WITHDRAWING GENERAL PARTNER

COPROP CORP., a Florida corporation

By: 
Its: President Charlie B. Tomm

NEW GENERAL PARTNER

ASBURY MANAGEMENT JAX, L.L.C.
a Delaware limited liability company

By: 
Its: Vice President Ian K. Snow