

A25223

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February 4, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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***105.00 ***105.00

To Whom It May Concern:

Enclosed for filing, please find **SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP**, along with a check in the amount of \$105.00 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP** for the following entity:

Schrimsher Land Fund III, Ltd.
Document Number: A25223

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

A25223

KBP/amc
Enclosures
GHRCORP/GHR.18
60051-1/Stiglitz

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TALLAHASSEE
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**SECOND AMENDMENT TO CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
OF
SCHRIMSHER LAND FUND III, LTD.**

The Certificate and Agreement of Limited Partnership of Schrimsher Land Fund III, Ltd. (the "Partnership") is hereby amended by the general partner of the Partnership, in accordance with Sections 620.109 and 620.114, Florida Statutes, as follows:

1. Article 4 of the Certificate and Agreement of Limited Partnership, which was originally filed on September 24, 1987 and first amended on March 1, 1988, is hereby amended and restated in its entirety to change the name of the Partnership's general partner. This new general partner was substituted for, and took the place of the prior general partner, Schrimsher Management, effective as of January 1st, 1998 1999 upon the execution of that certain First Amendment to the First Amended and Restated Agreement of Limited Partnership of Schrimsher Land Fund III, Ltd. Such amendment and substitution of general partner was in accordance with and pursuant to Sections 7.6 and 11.1(b)(iii) of the Partnership's First Amended and Restated Agreement of Limited Partnership.

4. Name and Business Address of the General Partner. The General Partner of the Partnership is Schrimsher, Inc., a Florida corporation, whose address is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.

2. Ratification. The Certificate and Agreement of Limited Partnership will remain unchanged in all other respects and shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has sworn to and executed this Amendment this 19th day of January, 1998. 1999

WITNESSES:

Wanda L. Pauland
Kerry A. Jorder

GENERAL PARTNER:

Schrimsher, Inc., a Florida corporation

By: J. Steven Schrimsher
Name: J. Steven Schrimsher
Its: President

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STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 19th day of
January, 1998, by J. Steven Schrimsher, in his capacity as President of
Schrimsher, Inc., a Florida corporation, who is personally known to me or has produced
_____ as identification and who did/did not take an oath.

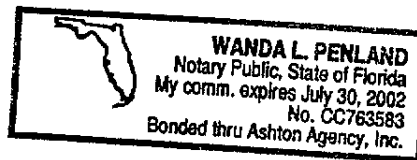
Wanda L. Penland
(Signature)

Wanda L. Penland
(Print Name)

Notary Public

My Commission Expires:

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