



THE UNITED STATES
CORPORATION
COMPANY

A27555

ACCOUNT NO. : 072100000032

REFERENCE : 522732 4381472

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 9, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 522732-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

C. IAX _____
FILING 998.13
R. AGENT FEE _____
C. COPY _____
TOTAL 998.13
DOMESTIC AMENDMENT FILING BANK _____
BALANCE DUE _____
REFUND _____

NAME: ZOM FELLO COVE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

100002291911--1
-09/12/97--01090-011
****998.13 ****998.13

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: B

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -9 AM 11:21

RECEIVED
97 SEP -9 AM 10:44
DIVISION OF CORPORATION

3K
9/9/97

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the general partner of ZOM FELS COVE, LTD., a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$2,024,000.00 has already been contributed by the Limited Partners, and an additional \$142,592.65 is anticipated. Therefore, the total capital contributions on record will be \$2,166,592.65.

Executed this 1st day of August, 1997.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

ZOM FELS COVE, LTD., a Florida limited partnership

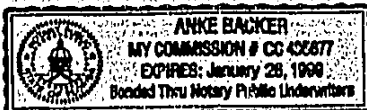
By: ZOM Properties, Inc., a Florida corporation, its general partner

By: [Signature]
Eric F.J. Boschmans
Executive Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Eric F.J. Boschmans, as Executive Vice President of ZOM Properties, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Executive Vice President of ZOM Properties, Inc., a Florida corporation, as general partner of ZOM Fells Cove, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of August, 1997.



[Signature]
Notary Public
State of Florida at Large
My Commission Expires: 1-26-99