



# A31047

ACCOUNT NO. : 072100000032

REFERENCE : 700428 5011226

AUTHORIZATION :

COST LIMIT : \$ 105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 PM 2:44

ORDER DATE : February 10, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 700428-005

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CUSTOMER NO: 5011226

CUSTOMER: Ms. Wendi M. Soudas  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: SCHRIMSHER LAND FUND VIII, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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BK

**FIRST AMENDMENT TO CERTIFICATE  
AND AGREEMENT OF LIMITED PARTNERSHIP  
OF  
SCHRIMSHER LAND FUND VIII, LTD.**

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The Certificate and Agreement of Limited Partnership of Schrimsher Land Fund VIII, 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 January 7, 1991, 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, J.S. Schrimsher, Ltd., effective as of January 31, 1998 upon the execution of that certain First Amendment to the First Amended and Restated Agreement of Limited Partnership of Schrimsher Land Fund VIII, Ltd. Such amendment and substitution of general partner was in accordance with the terms of Section 3.6, 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 JSS of Orlando, Inc., a Florida corporation, whose address is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803. pg 8000004654

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 6<sup>th</sup> day of February, 1998.

WITNESSES:

GENERAL PARTNER:

JSS of Orlando, Inc., a Florida corporation

Wanda L. Pauland  
Kerry A. Sawyer

By: [Signature]  
Name: J. Steven Schrimsher  
Its: President

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of February, 1998, by J. Steven Schrimsher, in his capacity as President of JSS of Orlando, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

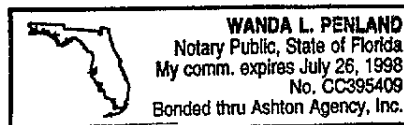
Wanda L. Penland  
(Signature)

Wanda L. Penland  
(Print Name)

Notary Public

My Commission Expires:

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