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ACCT#:

CONTACT: JOHN WICKMAN
PHONE: (941) 748-0100
(941) 745-2093

FAX #:

NAME: NEWBERRY CROSSING, LTD.

AUDIT NUMBER.....H97000017757

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1997

NEWBERRY CROSSING, LTD.
% RMC REALTY COMPANIES, LTD.
1733 W. FLETCHER AVE
TAMPA, FL 33612

SUBJECT: NEWBERRY CROSSING, LTD.
REF: A31762

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TALLAHASSEE, FLORIDA

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.

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on July 17, 1991. Please amend your document accordingly.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H97000017757
Letter Number: 897A00051947

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
NEWBERRY CROSSING, LTD.**

Pursuant to § 620.109, Fla. Stat. (1995), the undersigned General Partners do hereby execute this Certificate of Amendment to the Certificate of Limited Partnership of NEWBERRY CROSSING, LTD. filed on July 17, 1997, in order to amend said Certificate and hereby state as follows:

1. Richard Levin has withdrawn as General Partner of the Partnership effective as of the 16th day of September, 1997.

2. The following corporation was admitted as a new General Partner in accordance with the Agreement of Limited Partnership:

CPS Contract Property Services, Inc. (Doc. # P95000031186)

3. Accordingly, Paragraph 3 of the Certificate of Limited Partnership is amended as follows:
The name and business address of all of the General Partners are as follows:

RJ Equities, Inc.
880 Carillon Parkway
St. Petersburg, FL 33716

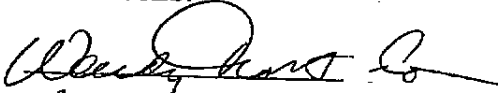
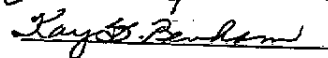
CPS Contract Property Services, Inc.
c/o RMC Realty Companies, Ltd.
1733 W. Fletcher Ave.
Tampa, FL 33612

4. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

5. This certificate of amendment may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one instrument, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership is executed this 16th day of October, 1997.

WITNESSES.

RJ Equities, Inc., a Florida corporation, General Partner

By: Teresa L. Barnes
Print Name: Teresa L. Barnes
Its: Vice President

CPS Contract Property Services, Inc., a Florida corporation,
General Partner

By: _____
Print Name: _____
Its: _____

Prepared By:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0046884

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IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership is executed this 10th day of October, 1997.

WITNESSES:

RJ Equities, Inc., a Florida corporation, General Partner

By: _____
Print Name: _____
Its: _____

CPS Contract Property Services, Inc., a Florida corporation,
General Partner

By: _____
Print Name: STEVEN LEVIN
Its: VICE PRESIDENT

Prepared By:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0046884

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