



THE UNITED STATES
CORPORATION
COMPANY

A33034

ACCOUNT NO. : 072100000032

REFERENCE : 226301 4381472

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 3:56

ORDER DATE : January 17, 1997

ORDER TIME : 12:53 PM

ORDER NO. : 226301-010

CUSTOMER NO: 4381472

200002066862--8
-01/24/97--01001--020
***1750.00 ***1750.00

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
390 N. Orange Avenue
Suite 1100
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: TWIN OAKS VILLAS, LTD.

G-TAX
FILING 1750.00
R. AGENT FEE
C. COPY
TOTAL 1750.00
N. BANK
BALANCE DUE
2 FILING

EFFECTIVE DATE:

XX SUPPLEMENTAL AFFIDAVIT
XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
97 JAN 17 PM 3:34
DIVISION OF CORPORATIONS

1/17/97
1247
Bk

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

The undersigned, constituting the sole general partner of Twin Oaks Villas, Ltd., a Florida limited partnership, executed 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. An additional sum of \$1,800,000 has been contributed by the Limited Partners for a total of \$1,801,000.

Executed this 7th day of January, 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.

By: Heritage Partners Group, Inc., a
Florida corporation, General Partner

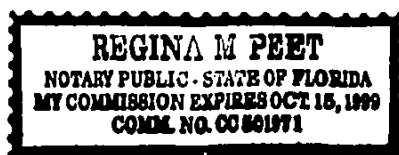
By: Alison Kerr-Hull Colvard
Name: ALISON KERR-HULL COLVARD
Title: V.P.

STATE OF FLORIDA
COUNTY OF Brevard

DATE Jan. 7, 1997

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 ALISON KERR-HULL COLVARD as V.P. of Heritage Partners Group, 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 she/he acknowledged to me and before me that she/he executed this Supplemental Affidavit as V.P. of Heritage Partners Group, Inc., a Florida corporation, as General Partner of Twin Oaks Villas, 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 7 day of January, 1997.



R. Peet
Notary Public
State of Florida at Large
My Commission Expires:



A33034

RECEIVED
97 JAN 17 PM 3:34
ACCOUNT NO. 072100000032
DIVISION OF CORPORATIONS

REFERENCE : 226301 4381472

AUTHORIZATION :

COST LIMIT : \$ ~~52.50~~ *Peterson*
52.50

ORDER DATE : January 17, 1997

ORDER TIME : 12:52 PM

ORDER NO. : 226301-005

CUSTOMER NO: 4381472

100002062581--9

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
390 N. Orange Avenue
Suite 1100
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 4:15

DOMESTIC AMENDMENT FILING

NAME: TWIN OAKS VILLAS, 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: Kathy Drake

EXAMINER'S INITIALS: *kap*

1/17/97

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
TWIN OAKS VILLAS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Uniform Limited Partnership Act (1986), the undersigned, as general partner of TWIN OAKS VILLAS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The name of the Partnership is TWIN OAKS VILLAS, LTD.
2. The date of the filing of the certificate of limited partnership was June 8, 1992 (the "Original Certificate").
3. The general partner filed Amendment 1 to the Original Certificate on October 7, 1992 (the "Amendment").
4. Paragraph numbers 5, 7, and 8-16 of both the Original Certificate and the Amendment are hereby deleted in their entirety.

This Certificate of Amendment to Certificate of Limited Partnership is executed this 17th day of January, 1997.

GENERAL PARTNER:

HERITAGE PARTNERS GROUP, INC., a
Florida corporation

By: *Alison Kerr Hill Colvard*
Name: ALISON KERR HILL COLVARD
Title: V.P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 4:15