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FROM: HARLLEE, PORGES, HAMLIN & HAMRICK, P.A. CONTACT: LINDA JONES

ACCT#: 076077002227

CONTACT: LINDA JONES PHONE: (941)748-3770

FAX #: (941)746-4160

NAME: HERITAGE HOLLYBROOK, LTD.

AUDIT NUMBER......H97000002437
DOC TYPE......BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 2

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SECRETARY OF STATES OF CORPORATE STATES I I PH 2:

FAX AUDIT #: H97000002437

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF HERITAGE HOLLYBROOK, LTD.

- 1. Name of Limited Partnership: Heritage Hollybrook, Ltd.

 2. Date of Filing of Certificate April 27, 1983

 3. Amendments:
 - A. The principal place of business is changed to:

305 Royal Poinciana Plaza Palm Beach, Florida 33480

B. The registered agent is changed to James C. Jenkins and the registered agent's address is changed to:

305 Royal Poinclana Blaza Palm Beach, Fiorida 33480

- C. Heritage Partners Group XVIII, Inc. has withdrawn as a General Partner of the Partnership.
- D. Progressive Housing-Hollybrook, Inc. has been admitted as a General Partner of the Partnership.
- E. The name and business address of the newly admitted General Partner is:

Progressive Housing-Hollybrook, Inc. 305 Royal Poinciana Plaza Palm Beach, Florida 33480

This Amendment to Certificate of Limited Partnership is executed and is effective as of August 26, 1996.

(SIGNATURES ON FOLLOWING PAGE)

PREPARED BY: Curtis D. Hamlin, Esq. (Barif0237922) Harlice, Porges, Hamlin, Knowles, Bald & Prouty, P.A. 1205 Manatee Avenue West Bradenton, Florida 34205

FAX AUDIT #: H97000002437

"WITHDRAWING GENERAL PARTNER"

HERITAGE PARTNERS GROUP XVIII, INC., a Florida corporation

By: Michael A. Hartman, as its Vice-President

"NEWLY ADMITTED GENERAL PARTNER"

PROGRESSIVEHOUSING-HOLLYBROOK, INC., a Florida corporation

NEW REGISTERED AGENT:

I, James C. Jenkins, accept the designation by Progressive Housing-Hollybrook, Inc., as Registered Agent for the Partnership on the day and year first above written.

James C. Jehkins, Registered Agent 97 FEB 1 1 P