



THE UNITED STATES
CORPORATION
COMPANY

A93000000850

ACCOUNT NO. 072100000032

REFERENCE : 082151 81758A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:40

ORDER DATE : December 29, 1998

ORDER TIME : 2:33 PM

ORDER NO. : 082151-010

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
Divosta & Company
4500 Pga Boulevard
Suite 400
Palm Bch Garden, FL 33418

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-12/30/98--01002--018
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700002725727--1
-12/30/98--01042--001
*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: AMERICAN TITLE OF THE PALM
BEACHES, 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: Cassandra Lamm

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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98 DEC 29 PM 3:26

DIVISION OF CORPORATION

AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICAN TITLE OF THE PALM BEACHES, LTD.

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AMERICAN TITLE OF THE PALM BEACHES, LTD., a limited partnership existing under the laws of the State of Florida, pursuant to the provisions of Section 620.109 of the Florida Statutes hereby amends its amended and restated certificate of limited partnership, filed on May 7, 1996, and now of record in the office of the Department of State, as follows:

1. The amended and restated certificate of limited partnership now on file is amended by the correction of the address of the principal office and mailing address of the limited partnership, which is now 4500 PGA Boulevard, Suite 302, Palm Beach Gardens, Florida 33418.

2. The amended and restated certificate of limited partnership now on file is amended by the designation of a new registered agent for the service of process. The new registered agent for service of process is William E. Shannon, President of American Title of the Palm Beaches Acquisition Corp., a Michigan corporation, with its principal office address located at 4500 PGA Boulevard, Suite 302, Palm Beach Gardens, Florida 33418.

3. The amended and restated certificate of limited partnership now on file is amended by the addition of another general partner to the limited partnership. The new general partner is:

American Title of the Palm Beaches Acquisition Corp.,
a Michigan corporation authorized to transact business in Florida (F9000003738)
4500 PGA Boulevard, Suite 302
Palm Beach Gardens, Florida 33418

4. The amended and restated certificate of limited partnership now on file is amended by the substitution of the limited partner. The new limited partner is :

Pulte Diversified Companies, Inc.,
a Michigan corporation
33 Bloomfield Hills Parkway, Suite 200
Bloomfield, Michigan 48304

5. The amended and restated certificate of limited partnership now on file is amended by the withdrawal of the original general partner, American Title of the Southeast, Inc.,


6. The above amendment to the amended and restated certificate of limited partnership now on file is adopted by all of the members of the limited partnership, including both limited and general partners, to be effective on the filing of this amendment for record in the office of the Florida Secretary of State, and on such filing to become a provision of the partnership agreement and of the

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amended and restated certificate of limited partnership.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Amended and Restated Certificate of Limited Partnership this 16th day of December, 1998.


AMERICAN TITLE OF THE SOUTHEAST, INC.

By: 
Jack B. Owen, Jr, Vice President

AMERICAN TITLE OF THE PALM BEACHES
ACQUISITION CORP., a Michigan corporation

By: 
William E. Shannon, President

PULTE DIVERSIFIED COMPANIES, INC.,
a Michigan corporation

By: 
John R. Stoller, Vice President

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CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA; NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED

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In compliance with Chapter 620.105, Florida Statutes, the following is submitted:

AMERICAN TITLE OF THE PALM BEACHES, LTD.

desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership at City of Palm Beach Gardens, State of Florida, has named William E. Shannon, President of American Title of the Palm Beaches Acquisition Corp. a Florida corporation, located at 4500 PGA Boulevard, Suite 302, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within this State.

AMERICAN TITLE OF THE PALM BEACHES, LTD., a
Florida limited partnership

By: William E. Shannon, Pres.

William E. Shannon, President
American Title of the Palm Beaches Acquisition Corp.,
its general partner

Date: 12/15/98

Having been named to accept service of process for the above-named limited partnership, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.

By: William E. Shannon, Pres.

William E. Shannon, President
American Title of the Palm Beaches Acquisition Corp.

Date: 12/15/98

AMENDMENT TO
AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT to the Amended and Restated Limited Partnership Agreement dated May 6, 1996 by and between American Title of the Southeast, Inc., a Florida corporation, as general partner, and D and S of South Florida Holdings, Ltd., a Florida limited partnership, as limited partner ("Limited Partnership Agreement") is made this 16th day of December, 1998.

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RECITALS

WHEREAS, on May 6, 1996 the above described parties entered into an Amended and Restated Limited Partnership Agreement to reform and restate the limited partnership known as American Title of the Palm Beaches, Ltd. ("American Title"); and

WHEREAS, pursuant to Article XII, Paragraph 12.1 of the Limited Partnership Agreement, a limited partner may, without the written consent of the general partner, assign its interest in the Partnership to any other person or entity, and

WHEREAS, D and S of South Florida Holdings, Ltd. did assign its interest in and to American Title to Pulte Diversified Companies, Inc., a Michigan corporation, and

WHEREAS, pursuant to Article XII, Paragraph 12.2 of the Limited Partnership Agreement, additional general partners may be admitted to the partnership on such terms as may be agreed upon in writing by all of the partners and such new partners, and

WHEREAS, the partners wish to add American Title of the Palm Beaches Acquisition Corp., a Michigan corporation as a new general partner,

NOW THEREFORE for and in consideration of \$10.00 and other good and valuable consideration, including the terms and covenants described herein, the receipt and sufficiency of which consideration the parties have accepted, it is agreed as follows:

1. Recitals. The parties agree that the foregoing recitals are true and correct; and shall be incorporated herein.
2. Additional General Partner. The parties hereto agree that American Title of the Palm Beaches Acquisition Corp., a Michigan corporation authorized to transact business in the State of Florida, shall be admitted to American Title as a new general partner, and that a Certificate of Amendment to the Amended and Restated Limited Partnership Agreement for American Title of the Palm Beaches, Ltd.

("Certificate of Amendment") shall be promptly filed with the Florida Secretary of State evidencing the addition of the new general partner. The parties further agree that the present general partner, American Title of the Southeast, Inc., a Florida corporation, shall withdraw as a general partner of American Title effective on the date of filing of the Certificate of Amendment.

3. Miscellaneous Corrections. The parties further agree that the Certificate of Amendment shall name the successor Registered Agent for American Title and shall make such other revisions as may be necessary or appropriate to the certificate of limited partnership of American Title.

IN WITNESS WHEREOF, the parties hereto have signed this Amendment to Amended and Restated Limited Partnership Agreement this 16th day of December, 1998.

AMERICAN TITLE OF THE SOUTHEAST, INC.

By: Jack B. Owen, Jr.
Jack B. Owen, Jr., Vice President

AMERICAN TITLE OF THE PALM BEACHES
ACQUISITION CORP., a Michigan corporation

By: William E. Shannon, Pres.
William E. Shannon, President

PULTE DIVERSIFIED COMPANIES, INC.,
a Michigan corporation

By: John R. Stoller
John R. Stoller, Vice President

P:\Counsel\CS\DOC\amend.ltdpship.wpd