



THE UNITED STATES
CORPORATION
COMPANY

A93000000967

ACCOUNT NO. : 072100000032

REFERENCE : 510518 9196A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ ~~87.50~~

ORDER DATE : August 27, 1997

\$105.00

ORDER TIME : 10:32 AM

ORDER NO. : 510518-005

CUSTOMER NO: 9196A

700002278587--D

CUSTOMER: Ms. Clare Phillips
Katherine A. Christy, Esq
Suite 230
250 International Parkway
Heathrow, FL 32746

DOMESTIC AMENDMENT FILING

NAME: EPOCH GAINESVILLE INVESTORS
III, 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: Christopher Smith

EXAMINER'S INITIALS: *MC*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 1:15

RECEIVED

97 AUG 27 AM 11:27

RECEIVED

97 AUG 27 AM 11:27

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EPOCH GAINESVILLE INVESTORS III, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 1:15

The undersigned, desiring to file this Amendment to Certificate of Limited Partnership of Epoch Gainesville Investors III, Ltd. with the office of the Secretary of State of Florida, pursuant to Section 620.109, F.S., certifies as follows:

1. The name of the Partnership before this amendment is:
EPOCH GAINESVILLE INVESTORS III, LTD.
2. The name of the Partnership after this amendment will be:
EPOCH DEERWOOD, LTD.
3. The original Certificate of Limited Partnership was filed with the Secretary of the State of Florida on September 24, 1993.
4. The purpose of this Amendment is amend the name of the Partnership to Epoch Deerwood, Ltd. The name and principal place of business of the General Partners are as follows:

General Partner: EPOCH PROPERTIES, INC.
359 Carolina Avenue
Winter Park, FL 32789

General Partner: JAMES H. PUGH, JR.
359 Carolina Avenue
Winter Park, FL 32789

5. In all other respects the Certificate of Limited Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto set their hands and seals on the 26 day of August, 1997.

GENERAL PARTNER:

EPOCH PROPERTIES, INC., a Florida corporation

By: [Signature]

James H. Pugh, Jr., President

[Signature]
Print name: Katherine A. Christy

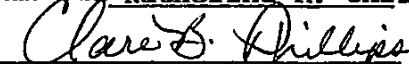
[Signature]
Print name: Clare B. Phillips

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 1:15

GENERAL PARTNER:


Print name: Katherine A. Christy

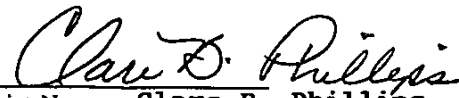

JAMES H. PUGH, JR.


Print name: Clare B. Phillips

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this ___ day of August, 1997, by James H. Pugh, Jr., as President of Epoch Properties, Inc., a Florida corporation, as General Partner of Epoch Gainesville Investors III, Ltd., a Florida limited partnership. Said person did not take an oath and: (check one) X is personally known to me; ___ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification; or ___ produced other identification, to wit: _____.

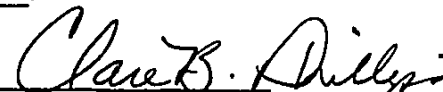



Print Name: Clare B. Phillips
Notary Public - State of Florida
Commission Number: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this ___ day of August, 1997, by James H. Pugh, Jr., as General Partner of Epoch Gainesville Investors III, Ltd., a Florida limited partnership. Said person did not take an oath and: (check one) X is personally known to me; ___ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification; or ___ produced other identification, to wit: _____.




Print Name: Clare B. Phillips
Notary Public - State of Florida
Commission Number: _____
My Commission Expires: _____

c:\wp51\deerwood\cert-ltd.amd