

RAS **A94000000213**
ROYAL AMERICAN
ROYAL AMERICAN MANAGEMENT, INC.
ROYAL AMERICAN DEVELOPMENT, INC.
ROYAL AMERICAN CONSTRUCTION CO., INC.

August 31, 2001

Florida Department of State
Division of Corporations
Partnership Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Emerald Place Apartments of Brevard, Ltd.
Document No. A94000000213

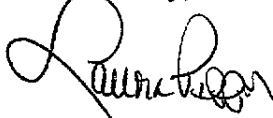
200004568762-9
-09/04/01--01124--010
***105.00 ***105.00

Gentlemen:

Enclosed is the original and one conformed copy of the Second Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership for the above referenced partnership, along with a check for \$105.00 to cover the filing fee. Please file one copy and return one certified copy to our office.

Thank you for your assistance in this regard.

Sincerely,


Laura Pippin

Enclosures: as stated

FILED
01 SEP -4 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A94-213
OR

CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
EMERALD PLACE APARTMENTS OF BREVARD, LTD.

A. Name: EMERALD PLACE APARTMENTS
OF BREVARD, LTD.

B. Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

C. Registered Agent: Robert F. Henry, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

D. General Partner: First Spectrum, Inc. 676732
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

E. Mailing Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2058

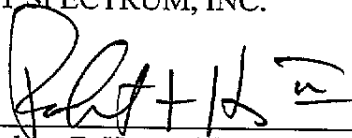
G. Date of Filing of
Original Certificate: February 22, 1994

H. Date of Amended
Certificate: April 1, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership are set forth in the Second Amendment to Amended and Restated Agreement of Limited Partnership Agreement and Certificate of Limited Partnership of Emerald Place Apartments of Brevard, Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:
FIRST SPECTRUM, INC.

By: 
Robert F. Henry, III
President

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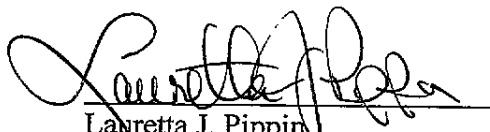
STATE OF FLORIDA
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to the Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 1 day of April, 2001.



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04


Laretta J. Pippin
Notary Public, State of Florida
Commission No. CC962572
My Commission Expires:
August 27, 2004

(Notary's Seal)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDMENT
TO
AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EMERALD PLACE APARTMENTS OF BREVARD, LTD.

THIS SECOND AMENDMENT is made and entered into for all purposes and in all respects as of the 1st day of April, 2001, by and among the undersigned parties.

RECITALS:

A. EMERALD PLACE APARTMENTS OF BREVARD, LTD. (the "Partnership") is a Florida limited partnership presently existing pursuant to an Amended and Restated Agreement of Limited Partnership and an Amended and Restated Certificate of Limited Partnership filed on November 30, 1995 (hereinafter referred to as the "Partnership Agreement"). The Partnership Agreement has been amended pursuant to a First Amendment filed December 8, 1995.

B. Pursuant to an Agreement of Assignment and Acceptance, Royal American Development, Inc., as Assignor, transferred and assigned its 1.0% general partnership interest in the Partnership to First Spectrum, Inc., as Assignee. The Assignor desires that the Assignee be substituted as the General Partner of the Partnership to the extent of the 1.0% limited partnership interest assigned to the Assignee by the Assignor

C. The parties hereto desire to amend the Partnership Agreement to reflect the aforesaid transfer of general partnership interest and the substitution of the Assignee as General Partner of the Partnership.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Partnership Agreement is hereby amended to provide as follows:

1. Schedule A of the Partnership Agreement is hereby amended to delete the present Schedule A and to insert in lieu thereof the Schedule A attached hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) First Spectrum, Inc., shall be and hereby is the substitute General Partner of the Partnership to the full extent of the 1.0% general partner interest assigned to it by the Assignor; (ii) the signing of this Second Amendment by the partners (both general and limited) does and shall constitute the consent of each partner to said assignment and substitution; (iii) any present or future references to the terms "Partner(s)" or

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

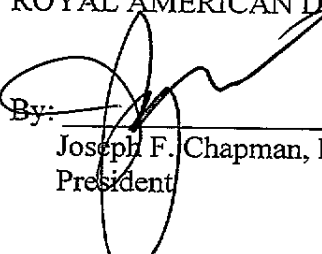
"General Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include First Spectrum, Inc. to the extent of the 1.0% general partnership interest assigned to it by the Assignor; and (iv) the execution of this Amendment by First Spectrum, Inc. shall constitute the agreement of First Spectrum, Inc. to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

4. Except as hereby amended, the Partnership Agreement, as amended, is ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment under seal effective as of the date hereinabove first written.

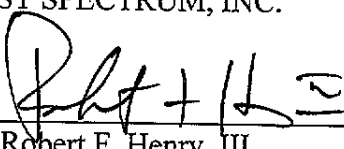
GENERAL PARTNER ASSIGNOR:

ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]
Joseph F. Chapman, IV
President

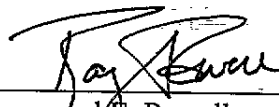
ASSIGNEE AND SUBSTITUTE
GENERAL PARTNER:

FIRST SPECTRUM, INC.

By:  [SEAL]
Robert F. Henry, III
President

LIMITED PARTNER:

COMMUNITY FIRST, INC.

By:  [SEAL]
Raymond E. Powell
President

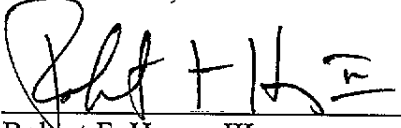
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TALLAHASSEE, FLORIDA

[Signatures continued on Page 3]

[Signatures continued from Page 2]

SPECIAL LIMITED PARTNER

PFP HOLDINGS, INC.

By:  [SEAL]
Robert F. Henry, III
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE A

EMERALD PLACE APARTMENTS OF BREVARD, LTD.

AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PARTNERSHIP INTEREST</u>
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GENERAL PARTNER:

First Spectrum, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 4,958	1.0%
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INVESTOR LIMITED PARTNER:

Community First, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$490,810	99.0%
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SPECIAL LIMITED PARTNER

PFP Holdings, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	\$ 10	
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Total Capital Contributions of Limited Partners	<u>\$490,820</u>	
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TOTAL CAPITAL CONTRIBUTIONS	<u>\$495,778</u>	
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See
Article

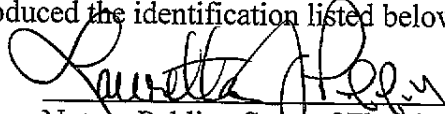
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1 day of April, 2001, by JOSEPH F. CHAPMAN, IV, as President of Royal American Development, Inc., who is personally known to me or who has produced the identification listed below.


Notary Public - State of Florida



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04

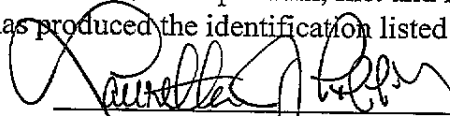
Print or type name of Notary

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1 day of April, 2001, by ROBERT F. HENRY, III, as President of First Spectrum, Inc. and PFP Holdings, Inc., who is personally known to me or who has produced the identification listed below.


Notary Public - State of Florida



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04

Print or type name of Notary

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

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01 SEP -4 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1 day of April, 2001, by RAYMOND E. POWELL, as President of Community First, Inc., who is personally known to me or who has produced the identification listed below.



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04

Laretta J. Pippin
Notary Public - State of Florida

Print or type name of Notary

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA