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THOMPSON  
Communities Corporation

February 25, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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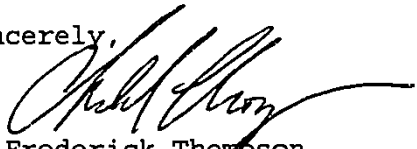
Re: Villagewood Partners, Ltd.

Dear Sir/Madame:

Enclosed please find Certificate of Amendment of Limited Partnership for Villagewood Partners, Ltd., Article A94000000462.

Also enclosed is check in the amount of \$52.50 for filing fee.

Sincerely,

  
C. Frederick Thompson  
For Montechoa Partners, Ltd.

Enclosures

CFT/jld

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DIVISION OF CORPORATIONS  
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| Acknowledgement   |         |
| W. P. Verifier    | AL      |

First Union Bank Building  
104 N. Main Street  
Suite 300  
Gainesville, Florida 32601  
Telephone: 352/378-4814  
Facsimile: 352/335-2905

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VILAGEWOOD PARTNERS, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 1, 1994, adopts the following certificate of amendment to its certificate of limited partnership:

1. Effective January 1, 1997, Scott-Grant Corporation, Inc., Document No. H01542, withdrew as the general partner and Thompson Property Management Corporation, Document No. P95000080910, was admitted as general partner. At the address of 104 N. Main St., suite 300, Gainesville, Fl. 32601
2. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

CURRENT GENERAL PARTNER:

Scott-Grant Corporation

By:   
C. Frederick Thompson, President

NEW GENERAL PARTNER:

Thompson Property Management Corporation

By:   
C. Frederick Thompson, President

Dated this 1st day of January, 1997.

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