

A94000000731

SOBERING, WHITE & LUCZAK, P.A.
ATTORNEYS AT LAW

558 WEST NEW ENGLAND AVENUE
SUITE 240
WINTER PARK, FLORIDA 32789

M. BRADLEY LUCZAK
ROBERT B. WHITE, JR.

BARRY J. SOBERING
OF COUNSEL

TELEPHONE (407) 647-9300
TELECOPIER (407) 647-9336

November 29, 2001

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

000004707090--9
-12/06/01--01009--004
5183.75 **52.50

-AP4 -731

Re: *Spring Lake, Ltd.*
Amendment of Certificate of Limited Partnership

Dear Sir/Madam:

Enclosed herein for filing, please find the original and one (1) copy of the *Certificate of Amendment to Certificate of Limited Partnership of Spring Lake, Ltd.*

Also enclosed, please find a check in the amount of \$5,183.75, which represents the following fees:

Reinstatement fee (inactive since 1997)	-	\$ 5,131.25
Amendment (new General Partner and name change)	-	\$ 52.50

52.50 Amend.

After said *Certificate of Amendment* has been filed, please return a conformed copy to me in the enclosed self addressed, stamped envelope.

Should you have any questions, please contact me at the above telephone number.

Sincerely yours,

Synthia H. Mock
Secretary to
Robert B. White, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 11 AM 10:46

RBW:chm
Enclosures

4p



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2001

SOBERING, WHITE & LUCZAK, P.A.
ATTORNEYS AT LAW
558 WEST NEW ENGLAND AVENUE, SUITE 240
WINTER PARK, FL 32789

SUBJECT: SPRING LAKE, LTD.
Ref. Number: A94000000731

We have received your document for SPRING LAKE, LTD. and your check(s) totaling \$5183.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your amendment form because the amendment must list the address of the new general partner. We are also sending you a reinstatement form for you to complete and sign. Please note that the reinstatement form bears a validation showing that you have paid the reinstatement fee: please be sure to complete and return this form with your corrected amendment and a copy of this letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 201A00065196

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 11 AM 10:46

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPRING LAKE, LTD.**

WHEREAS, the Limited Partners of Spring Lake, Ltd. (the "Partnership") acting in accordance with Section 7.2(c) of the Limited Partnership Agreement for Spring Lake, Ltd. (the "Partnership Agreement") have removed Blue Teal Corporation as the General Partner of the Partnership; and

WHEREAS, pursuant to the terms of the Partnership Agreement, the Limited Partners have appointed Cheney Street, Inc., a Florida corporation, as successor General Partner of the Partnership; and

WHEREAS, pursuant to Section 17.1 of the Partnership Agreement, each Partner has irrevocably appointed the General Partner as its lawful Attorney-in-Fact for the purposes expressed therein including, without limitation, the execution of amendments to the Certificate of Limited Partnership of the Partnership;

NOW THEREFORE, pursuant to the provisions of Section 620.109, Florida Statutes, the Partnership, whose certificate was filed with the Florida Dept. of State on May 27, 1994, adopts the following certificate of amendment to its Certificate of Limited Partnership.

FIRST: Amendments:

1. Each reference to "Blue Teal Corporation" as the General Partner of the Partnership is hereby deleted and "Cheney Street, Inc., a Florida corporation as successor General Partner" is hereby substituted in its place and stead.
2. The name of the Partnership is changed to "Ocoee Spring Lake, Ltd.".
3. The address of the General Partner is changed to 147 West Lyman Avenue, Winter Park, Florida 32789

SECOND: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 11 AM 10:46

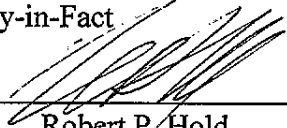
V40588

THIRD : Signature

Signature of current General Partner:

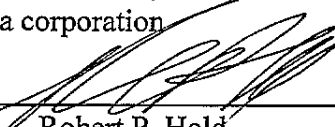
BLUE TEAL CORPORATION

By: CHENEY STREET, INC.,
a Florida corporation, its
Attorney-in-Fact

By: 
Name: Robert P. Hold
Title: President

Signature of new General Partner:

CHENEY STREET, INC.,
a Florida corporation

By: 
Name: Robert P. Hold
Title: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 11 AM 10:46