

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 200, Tallahassee, FL 32301
 Mailing Address: P.O. Box 10349, Tallahassee, FL 32302
 TEL: (904) 222-1222
 FAX: (904) 222-1222

AG 400001296

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____

Out \$
 U. TAX _____
 FILING _____
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

U. TAX _____
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 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
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 BALANCE DUE _____
 REFUND _____

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 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

REQUEST _____ TAKEN _____ CONFIRMED _____
 DATE _____ TIME _____ BY _____
 WALK-IN Will Pick Up _____

C.C. FEE. DISBURSED
 Capital Express™ _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S - _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE _____
 DISBURSED _____
 SURCHARGE _____
 TAX on corporate supplies _____
 SUBTOTAL _____
 PREPAID _____
 BALANCE DUE _____

97 JAN 28 AM 11:06
 DIVISION OF CORPORATIONS
 RECEIVED

97 JAN 28 AM 10:36
 DIVISION OF CORPORATIONS
 RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERTREE LANDINGS ASSOCIATES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 AM 11:06

This Certificate of Amendment to the Certificate of Limited Partnership of Rivertree Landings Associates, Ltd. (the "Partnership"), made pursuant to the provisions of section 620.109, Florida Statutes, the Partnership, whose certificate was filed with the Florida Department of State on September 26, 1994, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST:

A. Article 2 is amended to show:

The name and address of the Registered Agent of the Partnership is:

Thomas V. Infantino
Suite 7, 180 South Knowles Avenue
Winter Park, Florida 32789

B. Article 3 is amended to show:

The name and address of the General Partner, which is a corporation organized under the laws of the state of Florida and presently maintains an active status is:

Southern Apartment Specialists, Inc., located at 2d Floor - Clubhouse, 2105 Howell Branch Road, Maitland, Florida 32751.

C. Article 4 is amended to show:

The mailing address of the Partnership is:

2d Floor - Clubhouse
2105 Howell Branch Road
Maitland, Florida 32751

SECOND: This certificate of amendment shall be effective at the earlier of (a) the time of its filing with the Florida Department of State or (b) January 1, 1996, to the extent permitted by Chapter 620, Florida Statutes; or if not so permitted, then at the time of its filing with the Florida Department of State.

THIRD: This certificate of amendment is executed this ____ day
of January 1997.

RIVERTREE LANDINGS ASSOCIATES, LTD.

by: Southern Apartment Specialists, Inc.
its sole general partner,

by: *John J. Murphy* Pres.
John J. Murphy, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 AM 11:06

RIVERTREE LANDINGS ASSOCIATES, LTD.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 AM 11:06

Pursuant to Chapter 48, Florida Statutes, **RIVERTREE LANDINGS ASSOCIATES, LTD.** (the "Partnership") submits:

That the Partnership, a limited partnership organized under the laws of the State of Florida, has named THOMAS V. INFANTINO, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, County of Orange, State of Florida, as its agent to accept service of process within this state.

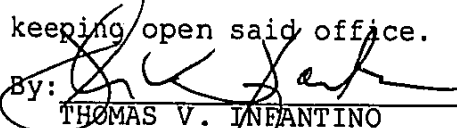
RIVERTREE LANDINGS ASSOCIATES, LTD.

by: Southern Apartment Specialists, Inc.
its sole general partner,

by: 
John J. Murphy, President

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: 
THOMAS V. INFANTINO
Resident Agent