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Mailing Address:
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32790-0030

October 5, 2000

via UPS overnight delivery

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

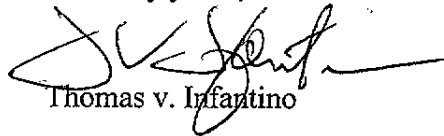
Re: Certificate of Amendment to Certificate of Limited Partnership of Rivertree Landings
Associates, Ltd.

Dear Sir:

Enclosed for filing is the Certificate of Amendment to Certificate of Limited Partnership of
Rivertree Landings Associates, Ltd.

Also enclosed is our check #7269 in the amount of \$105.00 made payable to the Department of
State for the cost of filing this amendment (\$52.50) and providing a certified copy of the
Certificate of Amendment (\$52.50). Please return the Certified copy to me in the enclosed self
addressed envelope

Sincerely yours,


Thomas v. Infantino

TVI/jb
Enclosure

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****105.00 ****105.00

A94-1296
OK

FILED
00 OCT -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 620.109, Florida Statutes, RIVERTREE LANDINGS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on September 26, 1994 (the "Certificate") and whose Certificate of Amendment to the Partnership's Certificate Was filed on January 28, 1997, adopts the following certificate of amendment to its Certificate of Limited Partnership.

FIRST:

Article 3 is amended to show:

3. The name and address of the sole General Partner, which is a foreign corporation organized under the laws of Delaware and is qualified to do business in Florida, and which presently maintains an active status, is:

**Franchise Ventures.Com, Inc.
Suite 7, 180 South Knowles Avenue
Winter Park, Florida 32789**

FOO-2329

SECOND:

This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of the State. No other matters are included in this Certificate of Amendment.

THIRD:

EXECUTED by the withdrawing general partner, as listed in Article 3 of the Certificate of Amendment filed January 28, 1997, there being no other general partner of the partnership, this 4 day of October, 2000.

**SOUTHERN APARTMENT
SPECIALISTS, INC.**

By: *John J. Murphy, Jr.*
John J. Murphy, Jr., as its President

EXECUTED by the new general partner, as listed in article FIRST above, there being no other general partner of the partnership, this 4 day of October, 2000.

FRANCHISE VENTURES.COM, INC.

By: *Julianne E. Murphy*
Julianne Murphy, as its President

This Instrument prepared by:

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

FILED
00 OCT 5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA