



January 11, 1999

A9400000/498

Bonnie L. Pratte
Staff Accountant

Ms. Brenda Tadlock
Sr. Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

FILED
99 JAN 15 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-01/15/99-01002-017
***1732.50 ***52.50

Re: Amendments to Certificate of Limited Partnerships & Limited Partnership Annual Reports

Dear Ms. Tadlock:

Enclosed, you will find one original and one copy of the Amendment to Certificate of Limited Partnership as well as the original copy of the corresponding Limited Partnership Annual Report which was rejected because of a partner change. In addition, I have enclosed a check in the amount of \$1,732.50 to cover the filing fee for each Amendment as well as a check for each Limited Partnership Annual Report which is being filed.

Please file the Amendments and the Annual Reports and return to me a copy of each Amendment stamped with the date of filing.

Thank you for your assistance. If you have any questions, please call me at 407-333-2905.

Sincerely,

Bonnie L. Pratte

Name	
Availability	
Document Examiner	<i>Let</i>
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verityer	

Let 1/22/99 Annual Report

FILING 52.50
2. COPY _____
R. AGENT _____
TOTAL _____
BALANCE DUE \$ _____
REFUND \$ _____

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEWPORT PARTNERS XIII, LTD.**

FILED
99 JAN 15 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the sole General Partner of NEWPORT PARTNERS XIII, LTD., a Florida limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership, pursuant to the Florida Revised Uniform Limited Partnership Act, Section 620.109 of the Florida Statutes, hereby certifies as follows:

1. The name of the Partnership is Newport Partners XIII, Ltd.
2. The initial Certificate of Limited Partnership was filed on November 8, 1994.
3. The Certificate of Limited Partnership of the Partnership is hereby amended as follows:

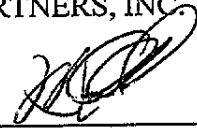
The name and business address of the General Partner are:

V35049 Newport Partners, Inc. 300 International Parkway, Suite 270
Heathrow, Florida 32746

IN WITNESS WHEREOF, this Amendment to Certificate of Limited Partnership is executed by the General Partner this 8 day of January, 1999.

GENERAL PARTNER:

NEWPORT PARTNERS, INC.

By: 

Peter S. Cahall, President