A940001635

February 25, 1997

20002100392--4 -02/27/97--01096--004 *****52.50 ******52.50

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

Re: Southeastern Funding Partners, Ltd.

Dear Sir/Madame:

Enclosed please find Certificate of Amendment of Limited Partnership for Southeastern Funding Partners, Ltd., Article No. Syn A94000001635.

Communities Cornoration

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

RY OF STATE CORPORATION

Sincerely,

C. Frederick Thompson

For Southeastern Funding Partners, Ltd.

Enclosures

CFT/jld

Name Availability

Document

Examiner Updater

Update

Verifyer Acknowledge

W. P. Verifyer

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

SOUTHEASTERN FUNDING 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 December 5, 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,

C. Frederick Thompson, President

NEW GENERAL PARTNER:

Thompson Property Management Corporation

By: C. Frederick Thompson, President

Dated this 1st day of January, 1997.

97 FEB 27 PM 4: 15