

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SOUTHERN PROPERTIES LIMITED PARTNERSHIP

To the Department of State
State of Florida

It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter referred to as the "limited partnership") is:

SOUTHERN PROPERTIES LIMITED PARTNERSHIP

SECOND: The Certificate of Limited Partnership for the limited partnership was filed with the Florida Department of State on February 6, 1995, and is hereby amended as follows to reflect the withdrawal of the general partners STEVEN M. SCOTT and REBECCA J. SCOTT and the admission of the new general partner DURHAM INVESTMENT CORP., a Florida S-corporation:

Paragraph 8 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following inserted in place thereof:

Name of general partner:	Specific address:
Durham Investment, Corp. 382197	7777 Glades Road Suite 300 Boca Raton, FL 33434

THIRD: Pursuant to the Limited Partnership Agreement of the limited partnership and a Consent Agreement of Partners of the limited partnership, the limited partners have agreed that the business of the limited partnership shall continue with Durham Investment Corp. serving as the successor General Partner of the limited partnership.

FOURTH: Durham Investment Corp. was incorporated under the laws of the State of Florida, maintains an active status, and is not dissolved, revoked or withdrawn.

FIFTH: The undersigned constitute the general partners named herein.

SIXTH: This amendment shall become effective upon its filing with the Florida Department of State.

Executed this 17th day of February, 1995.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

FILED
FEB 23 1995

Steven M. Scott
Steven M. Scott, M.D.
Withdrawing General Partner

Rebecca J. Scott
Rebecca J. Scott,
Withdrawing General Partner

DURHAM INVESTMENT CORP., a Florida
S-corporation, now General Partner

By: Durham
Title: Vice President

ATTEST

Anita S. Wegner
Secretary

(CORPORATE SEAL)

FILED
1995 FEB 23 PM 9:07

**CONSENT AGREEMENT OF PARTNERS
OF SOUTHERN PROPERTIES LIMITED PARTNERSHIP
RELATING TO THE TRANSFER OF
GENERAL PARTNERSHIP INTEREST**

THIS AGREEMENT made and entered into this 17th day of February, 1995, by and among STEVEN M. SCOTT and REBECCA J. SCOTT (hereinafter referred to individually as the "General Partner" and referred to collectively as the "General Partners"), and STEVEN M. SCOTT and REBECCA J. SCOTT hereinafter referred to individually as the "Limited Partner" and referred to collectively as the "Limited Partners").

WHEREAS, the General Partners and the Limited Partners now collectively own one hundred percent (100%) of the partnership interests of Southern Properties Limited Partnership, a Florida limited partnership (the "Partnership"); and

WHEREAS, the General Partners desire to transfer their entire collective ten percent (10%) general partnership interest in the Partnership to Durham Investment Corp., a Florida S-corporation, which is wholly owned by the General Partners and Limited Partners; and

WHEREAS, pursuant to Section 21(a) of the Limited Partnership Agreement of SOUTHERN PROPERTIES LIMITED PARTNERSHIP (the "Agreement"), any other General Partner and a Majority in Interest of the Limited Partners must consent in writing to any transfer or assignment of part or all of any Partner's general partnership interest; and

WHEREAS, pursuant to Section 21(b) of the Agreement, a general partnership interest so transferred is automatically converted into

a limited partnership interest unless all the other Partners agree otherwise; and

WHEREAS, pursuant to Section 20(a) of the Agreement, upon the transfer of the entire interest of the last surviving General Partner, all of the Limited Partners may agree in writing to continue the Partnership; and

WHEREAS, all of the Limited Partners of the Partnership desire to allow the General Partners to transfer their entire collective ten percent (10%) general partnership interest in the Partnership to Durham Investment Corp.; and

WHEREAS, the Limited Partners hereby agree to continue the Partnership and agree further that Durham Investment Corp. shall serve as the Successor General Partner after the General Partners transfer their general partnership interest to Durham Investment Corp.; and

NOW, THEREFORE, in consideration of the mutual consents herein contained, the parties hereto agree as follows:

1. The General Partners shall transfer their entire collective ten percent (10%) general partnership interest to Durham Investment Corp. pursuant to a separate Assignment of General Partnership Interest;

2. The Limited Partners hereby consent to the transfer of the General Partners' entire collective ten percent (10%) general partnership interest to Durham Investment Corp. pursuant to Section 21(a);

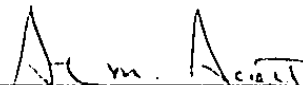
3. Pursuant to Section 21(b), the Limited Partners agree that such general partnership interest shall not convert to a

limited partnership interest but shall remain a general partnership interest in the hands of Durham Investment Corp.; and

4. The Limited Partners agree that the business of the partnership shall continue with Durham Investment Corp. serving as the Successor General Partner of the Partnership pursuant to Section 20(a).

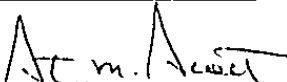
IN WITNESS WHEREOF, the parties hereto have executed this Consent Agreement as of the day and year first above written.


GENERAL PARTNERS

 (SEAL)
STEVEN M. SCOTT

 (SEAL)
REBECCA J. SCOTT

LIMITED PARTNERS

 (SEAL)
STEVEN M. SCOTT

 (SEAL)
REBECCA J. SCOTT

STATE OF FLORIDA
COUNTY OF PALM BEACH

ASSIGNMENT OF GENERAL
PARTNERSHIP INTEREST

STEVEN M. SCOTT and REBECCA J. SCOTT ("Transferors"), the undersigned general partners of SOUTHERN PROPERTIES LIMITED PARTNERSHIP, a Florida Limited Partnership (the "Partnership"), hereby transfer and assign their entire collective Ten Percent [10%] general partnership interest in the Partnership to DURHAM INVESTMENT CORP., a Florida S-corporation ("Transferee") as an additional contribution to capital of said corporation, and Transferee, as the owner of such Ten Percent [10%] general partnership interest in the Partnership, further agrees to assume all of the duties and obligations of the Transferors as the General Partners of the Partnership.

Pursuant to that certain Consent Agreement of the partners of the Partnership executed prior to this Assignment, the partners of the Partnership acknowledge and consent to this Assignment.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of General Partnership Interest effective the 17th day of February, 1995.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

TRANSFERORS:

Steven M. Scott
Steven M. Scott

Rebecca J. Scott
Rebecca J. Scott

TRANSFeree:

DURHAM INVESTMENT CORP.,
a Florida S-corporation

By: *William H. Hines*
Title: Vice President

ATTEST:

Christine S. Hines
Secretary

(CORPORATE SEAL)

Consent:

Southern Properties Limited Partnership

By: *Steven M. Scott*
Steven M. Scott, as
General Partner

By: *Rebecca J. Scott*
Rebecca J. Scott, as
General Partner

MOORE & VAN ALLEN
A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

Jodi P. Zbinden
DIRECT DIAL 704-331-1026

NATIONSHARK CORPORATE CENTER
100 NORTH TRYON STREET FLOOR 47
CHARLOTTE, NORTH CAROLINA 28202-4003

TELEPHONE 704-331-1000
FACSIMILE 704-331-1139

A95000000214

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

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

600001398876
-02/08/95--01011--003
***1785.00 ***1785.00

Re: Southern Properties Limited Partnership

Dear Sir or Madam:

Enclosed herewith please find the original and one conformed photocopy of the Certificate of Limited Partnership of Southern Properties Limited Partnership and Affidavit of Capital Contributions. I would appreciate it if you would file the enclosed Certificate and return the photocopy to me in the self-addressed envelope after you have stamped it "Filed". I have also enclosed a check in the amount of \$1785.00 made payable to the Florida Department of State to cover the filing fees and registered agent designation.

If you have any questions, please call me at (704) 331-1026.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Jodi P. Zbinden (K33)

Jodi P. Zbinden

Name	2/13/95
Availability	de
Document	PZ:lbe
Examine	Enclosures

cc: Steven M. Scott, M.D.
Mr. David B. Plyler
Neill G. McBryde, Esq.

Acknowledgment

City

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A95000000214

TC
\$1,287,000.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. SOUTHERN PROPERTIES LIMITED PARTNERSHIP

(Name of Limited Partnership; must contain a suffix such as
"Limited", "Ltd.", or "Limited Partnership")

2. 17020 Brookwood Drive, Boca Raton, FL 33496
(Business address of Limited Partnership)

3. Steven M. Scott

(Name of Registered Agent for Service of Process)

4. 17020 Brookwood Drive, Boca Raton, FL 33496
(Florida street address for Registered Agent)

5. *Steven M. Scott*
(Registered Agent must sign here to accept designation as
Registered Agent for Service of Process)

6. 17020 Brookwood Drive, Boca Raton, FL 33496
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be
dissolved is December 31, 2040.

8. Name of general partner(s):

Specific address:

Steven M. Scott

17020 Brookwood Drive
Boca Raton, FL 33496

Rebecca J. Scott

17020 Brookwood Drive
Boca Raton, FL 33496

Signed this 30th day of January, 19 95.

Signature of all general partners:

Steven M. Scott
General Partner

Rebecca J. Scott
General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


The undersigned constituting all of the general partners of SOUTHERN PROPERTIES LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,287,000.00.

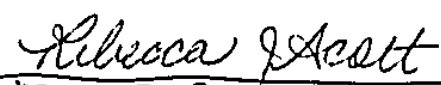
The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$1,287,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Steven M. Scott, General
Partner

General Partner


Rebecca J. Scott, General
Partner

General Partner

This 30th day of January, 1995.

