



THE UNITED STATES
CORPORATION
COMPANY

A95000000238

ACCOUNT NO. : 072100000032

REFERENCE : 084689 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 084689-075

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

400002727874--2
-12/31/98--01050--001
***1750.00 ***1750.00

400002727874--2
-12/31/98--01050--002
*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: CHIMNEY RIDGE PARTNERS II,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 2:36

LP-1750.00
CHART 52.50

BK

2/8/99



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

CASSANDRA LAMM
CSC
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP
Ref. Number: A95000000238

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 2:37

We have received your document for CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 599A00000009

RECEIVED
99 JAN 20 PM 12:54
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 2:37

January 20, 1999

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP
Ref. Number: A95000000238

We have received your document for CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are still RETAINING your \$1,802.50 payment for the SUPPLEMENTAL AFFIDAVIT. We are returning the Affidavit UNFILED. We are also returning the limited partnership Annual Report UNFILED, and we are RETURNING the \$526.25 check that was sent with the Annual report.

The SUPPLEMENTAL AFFIDAVIT states that an "additional \$1,438,236.00" has been contributed.

We need to have the PRESENT TOTAL LIMITED PARTNER CONTRIBUTION AMOUNT stated on the AFFIDAVIT and in Item 5-B on the Annual Report.

My question is -- Is this amount actually only \$1,438,236.00????? Or are you supposed to add the \$50.00 previously listed, and would that then make the TOTAL LIMITED PARTNER CONTRIBUTION AMOUNT \$1,438,286.00?????????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 499A00002663

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB -8 PM 2:37

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the general partner of Chimney Ridge Partners II, Limited Partnership, a Florida limited partnership, hereby executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. An additional \$1,438,236.00 has been contributed by the Limited Partner. The present total limited partner contribution amount is \$1,438,286.00.

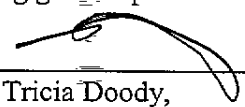
Executed this 25th day of November, 1998.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**CHIMNEY RIDGE PARTNERS II,
LIMITED PARTNERSHIP,** a Florida
limited partnership

By: CED Capital Holdings IV B, Ltd., a
Florida limited partnership, general
partner

By: CED Capital Holdings IV B,
Inc., a Florida corporation,
managing general partner

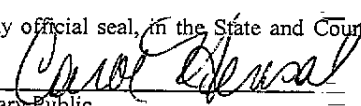
By: 
Tricia Doody,
Vice President

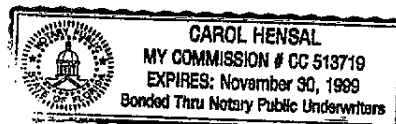
STATE OF FLORIDA
COUNTY OF ORANGE

DATE: November 25, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Tricia Doody, as Vice President of CED Capital Holdings IV B, Inc., a Florida corporation, managing general partner of CED Capital Holdings IV B, Ltd., a Florida limited partnership, general partner and on behalf of Chimney Ridge Partners II, Limited Partnership, a Florida limited partnership, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of November, 1998.


Notary Public
State of Florida at Large
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 2:37

CHIMNEY RIDGE PARTNERS II,
LIMITED PARTNERSHIP, a Florida
limited partnership

By: American Housing Foundation
III, Inc., a South Carolina not-
for-profit corporation, general
partner

By: [Signature]
Name: LARRY CHKOREFF
Title: PRESIDENT

STATE OF Georgia
COUNTY OF Cobb

DATE: January 14, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Larry Chkoreff as President of American Housing Foundation III, Inc., a South Carolina not-for-profit corporation, general partner of and on behalf of Chimney Ridge Partners II, Limited Partnership, a Florida limited partnership, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of January, 1999.

[Signature]
Notary Public
State of Cobb
at Large
My Commission Expires:

Notary Public, Cobb County, Georgia
My Commission Expires July 26, 2000