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NAME: PARK CENTRAL PROPERTIES, LTD.

AUDIT NUMBER.....H97000021313

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS...0 PAGES..... 2

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**AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP OF
PARK CENTRAL PROPERTIES, LTD.**

The undersigned withdrawing General Partners and newly admitted General Partner of PARK CENTRAL PROPERTIES, LTD. (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.109, Florida Statutes, hereby make and file with the Secretary of State of the State of Florida this Amendment to Certificate of Limited Partnership for the purpose of amending the Certificate of Limited Partnership of the Partnership as originally filed with the Secretary of State of the State of Florida on March 9, 1995 and assigned limited partnership number A95000000392.

1. NAME OF PARTNERSHIP. The name of the Partnership is PARK CENTRAL PROPERTIES, LTD.

2. AMENDMENT. The existing General Partners, Elkar Holdings (Florida), Inc. ("Elkar") and LIFO Investments ("LIFO") have assigned to CanSouth Development Corp., respectively, a .625% and a .375% General Partner interest in the Partnership. Pursuant to Amendment to Limited Partnership Agreement of the Partnership of even date herewith and Elkar and LIFO have withdrawn as General Partners of the Partnership, effective upon the filing of this Amendment to Certificate in the office of the Florida Secretary of State. Upon the filing of this Amendment to Certificate in the Office of the Florida Secretary of State, the Sole General Partner of the Partnership will be CanSouth Development Corp.

EXECUTED this 29th day of December 1997.

This document was prepared by:

LORAN A. JOHNSON, ESQ.

Florida Bar Number: 339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4500

WITHDRAWING GENERAL PARTNER
Elkar Holdings (Florida), Inc., a Florida
corporation

By: 

Henry A. Morton
Its President

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WITHDRAWING GENERAL PARTNER

LIFO INVESTMENTS, a Florida general
partnership

By: Elkar Holdings (Florida), Inc., a Florida
corporation, Partner

By: 

Henry A. Morton
Its President

GENERAL PARTNER

CanSouth Development Corp.
a Florida corporation

By: 

Henry A. Morton
Its President

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