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EARTHSTONE
ADVISORS

55 FRANCISCO STREET, SUITE 700

SAN FRANCISCO, CA 94133

415.249.1500

Fax 415.249.1519

February 19, 1998

VIA FEDERAL EXPRESS

Florida Dept. Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed for filing are Certificates of Amendment to Certificate of Limited Partnership changing the name of the general partner of each of the following entities:

1. Weston Hills-Lake County;
2. Sheffield-Naples;
3. Beaches-Pembroke Pines;
4. Coconut Point-Coconut Creek;
5. Coral Harbor-Margate;
6. Cypress Lake Estates-Lake Worth;
7. Econ River Estates-Orlando;
8. Grand Isle-Coral Springs;
9. Jog Palms-Palm Beach
10. Lee's Crossing -Delray Beach;
11. Lowell's Landing-Pembroke Pines;
12. Marina Cove-Naples;
13. Shannon Lakes-Kissimmee;
14. Sterling Park-Deltona
15. The Woods-Lake Worth;
16. Villa Regina-Pembroke Pines; and
17. Viscaya-Miramar

100002439721--7

-02/24/98--01093--022

*****892.50 *****52.50

FILED
98 FEB 24 PM 12:00
TALLAHASSEE, FLORIDA
SECRET

A check for filing in the amount of \$892.50 is included.

| | |
|----------------|-----------------------|
| Name | |
| Availability | |
| Document | |
| Examiner | DCC |
| Initiator | Very truly yours, DCC |
| Initiator | |
| Verifier | Dec |
| Initiator | Deborah Holstedt |
| Initiator | Paralegal DCC |
| W. P. Verifier | DCC |

Also enclosed for filing are Annual Report for each of the above-referenced limited partnerships.
A separate check for fees is attached to each report.

Please do not hesitate to call me at (415) 249-1509 if you have any questions.

Very truly yours, DCC

Dec

Deborah Holstedt
Paralegal DCC

W. P. Verifier DCC

Debbie GAVE

AUTHORIZATION BY PHONE TO

add GPs address \$50.50

DATE 2/26/98

DOC. EXAM. dec

A96000000108

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Sterling Park-Deltona Limited Partnership

(Insert name currently on file with Florida Dept. of State)

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 January 12, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

This Certificate of Amendment to Certificate of Limited Partnership is being filed to reflect a change in the name of the sole general partner from

Sterling Park-Deltona GP, L.C. to MS/SEP #2 GP, L.C.

(197000000389)

16830 Ventura Blvd., #352
Encino, CA 91436

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

See attached

Signature(s) of new general partner(s), if applicable:

See attached

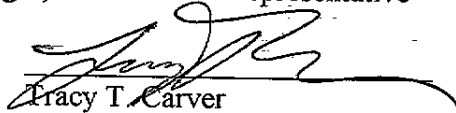
CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP

SIGNATURE OF CURRENT GENERAL PARTNER:

STERLING PARK-DELTONA GP, L.C.

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By:



Tracy T. Carver
Senior Vice President

SIGNATURE OF NEW GENERAL PARTNER:

MS/SEP #2 GP, L.C.

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By:


Tracy T. Carver
Senior Vice President

FILED
98 FEB 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA