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*MEMBER OF OHIO BAR ONLY

April 15, 1998

Department of State
Tallahassee, FL 32304

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-04/17/98 -01092-001
*****105.00 *****105.00

Re: Live Oak Reserve, Ltd., a Florida Limited Partnership

Dear Sir/Madam:

Please be advised that we represent Live Oak Reserve, Ltd., a Florida limited partnership.

With regard to Live Oak Reserve, Ltd., enclosed herein please find the following:

1. Original and one copy of Articles of Amendment to Certificate of Limited Partnership of Live Oak Reserve, Ltd., a Florida limited partnership, evidencing the withdrawal of The Stanford Development Group, Inc. as a General Partner. As a result thereof, Sterling Live Oak, Inc. shall be the sole remaining General Partner of Live Oak Reserve, Ltd.

2. Our firm's check in the sum of \$105.00 representing the required filing fee and the cost of issuance of a certified copy of the Certificate of Amendment to the Certificate of Limited Partnership.

Upon the filing of the enclosed, please cause the appropriate Certificate of Amendment to be issued with a certified copy thereof forwarded to the undersigned.

Thank you for your kind cooperation and attention in this matter.

Respectfully yours,

Morton P. Brown

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	Enclosures
Acknowledgement	cc: Denis Beaulieu DCC
W. P. Verifier	DCC

A96000000423

FILED
98 APR 17 AM 11:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIVE OAK RESERVE, LTD., A FLORIDA
LIMITED PARTNERSHIP**

The undersigned, the sole general partner of LIVE OAK RESERVE, LTD., a Florida limited partnership (the "Limited Partnership"), which filed a Certificate of Limited Partnership with the State of Florida on February 29, 1996, now desires to further amend its Certificate of Limited Partnership pursuant to Sections 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), and for such purpose, hereby certifies as follows:

Article 3 of the Certificate of Limited Partnership of Live Oak Reserve, Ltd. is amended to reflect the withdrawal of The Stanford Development Group, Inc. as a general partner.

The name and business address of the sole General Partner is as follows:

Sterling Live Oak, Inc.
209 Phipps Plaza
Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned General Partner of the Limited Partnership has executed these Articles of Amendment on March 31, 1998.

STERLING LIVE OAK, INC., a Florida corporation, as
General Partner

Sign: *D. Kosoy*
Print: D. Kosoy
Title: PRESIDENT

THE STANFORD DEVELOPMENT GROUP, INC., a
Florida corporation, withdrawing as a General Partner

Sign: _____
Print: _____
Title: _____

FILED
98 APR 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO
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Sterling Live Oak, Inc.
209 Phipps Plaza
Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned General Partner of the Limited Partnership has executed these Articles of Amendment on March 31, 1998.

STERLING LIVE OAK, INC., a Florida corporation, as
General Partner

Sign: _____
Print: _____
Title: _____

THE STANFORD DEVELOPMENT GROUP, INC., a
Florida corporation, withdrawing as a General Partner

Sign: RLA
Print: Richard A. Mildner
Title: President

FILED
98 APR 17 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITHDRAWAL AS A GENERAL PARTNER

The undersigned hereby withdraws as a general partner of LIVE OAK RESERVE, LTD. (the "Partnership"), as of the date hereof, and its partnership interest in the Partnership shall be owned by the Partnership.

THE STANFORD DEVELOPMENT GROUP, INC., a
Florida corporation, withdrawing as a General Partner

Sign: RLA
Print: Richard A. Mildner
Title: President

Dated: March 31st, 1998

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FILED
98 APR 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA