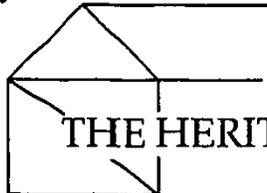


A96 000000 685



THE HERITAGE COMPANIES

HERITAGE RURAL HOUSING, INC.
Specialists in Federal Government Assisted Programs

HERITAGE CONSTRUCTION CO., INC.
Licensed General Contractor

HERITAGE AMERICA CORP.
Licensed Real Estate Broker

VIA FEDERAL EXPRESS

May 28, 1997

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

Re: Sweetwater Village Phase III, Ltd.

97 MAY 30 AM 9:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dear Sirs:

Enclosed for filing is fully executed Amendment to Certificate of Limited Partnership of Sweetwater Village Phase III, Ltd. Also enclosed is our check in the sum of \$52.50 to cover your filing fee.

If you have any questions, please call me at 407-799-4090 ex. 274.

Very truly yours,

Phyllis Lanser
Phyllis Lanser

500002195945--2
-05/30/97--01045--001
*****52.50 *****52.50

/pl
enclosures

A96-685

KWM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 30 AM 9:44

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
SWEETWATER VILLAGE PHASE III, LTD.**

1. Name of Limited Partnership: **SWEETWATER VILLAGE PHASE III, LTD.**
2. Date of Filing of Certificate of Limited Partnership: April 9, 1996
3. Amendments:
 - A. The Certificate of Limited Partnership incorrectly reflected the business address of the Limited Partnership. The Certificate of Limited Partnership is hereby amended to reflect the business address to:

300 Columbia Drive, Suite 3201
Cape Canaveral, FL 32920
 - B. The Certificate of Limited Partnership reflected that there is to be one (1) General Partner. The Certificate of Limited Partnership is hereby amended to include the name and business address of the Non-Profit General Partner:

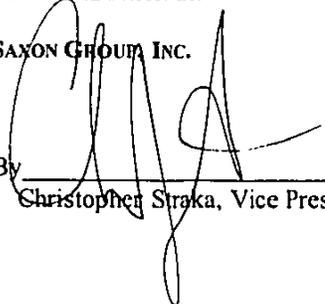
Community Development and Planning, Inc., -N^o 3811
a Florida non-profit corporation
3 Harrison Avenue, Suite 16
Panama City, FL 32401

This Amendment to Certificate of Limited Partnership is executed and is effective as of April 10, 1996.

"GENERAL PARTNER"

SAXON GROUP, INC.

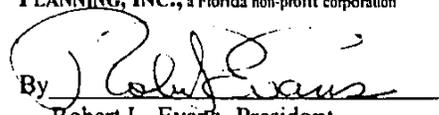
By


Christopher Straka, Vice President

"NON-PROFIT GENERAL PARTNER"

**COMMUNITY DEVELOPMENT AND
PLANNING, INC.,** a Florida non-profit corporation

By


Robert L. Evans, President