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LIMITED PARTNERSHIP AMENDMENT

SWEETWATER VILLAGE PHASE III, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

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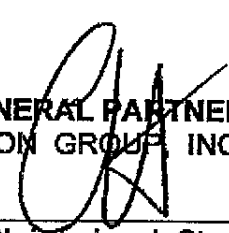
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**THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF SWEETWATER VILLAGE PHASE III, LTD.**

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. Weckwert, Inc., a Florida corporation, was Administratively Dissolved by the Florida Secretary of State on September 24, 1999, for failure to file an Annual Report and is deemed to have withdrawn as a General Partner pursuant to Section 620.124(9) of the Florida Statutes.
 - B. Saxon Group, Inc., a Florida corporation, will remain as a General Partner of the Limited Partnership and will continue to act as Managing General Partner of the Limited Partnership.

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This Third Amendment to Certificate of Limited Partnership is executed as of June 30, 2000, and shall be effective upon it being filed with the Office of the Secretary of State of the State of Florida.


"GENERAL PARTNER"
SAXON GROUP, INC., a Florida corporation

By: _____
Christopher J. Straka, as its President

SIGNATURE OF REMAINING PARTIES ON SUCCEEDING PAGES

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SIGNATURE OF WITHDRAWING GENERAL PARTNER TO THIRD AMENDMENT

"WITHDRAWING GENERAL PARTNER"

WECKWERT, INC., a dissolved Florida
corporation

By: 

Christopher J. Straka, as President of
SAXON GROUP, INC., a Florida
corporation, as Managing General Partner,
pursuant to the power of attorney under
Section 15.2 of the Sweetwater Village
Phase III, Ltd. Limited Partnership
Agreement dated February 13, 1998

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