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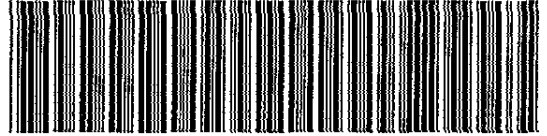
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06 APR -4 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CalPlaza Holdings Associates, Ltd.

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jacki Wodek

(Contact Person)

Tarragon Corporation

(Firm/Company)

3100 Monticello Ave., Suite 200

(Address)

Dallas, TX 75205

(City, State and Zip Code)

For further information concerning this matter, please call:

Jacki Wodek

(Name of Contact Person)

at ( 214 ) 599-2233

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee

☐ \$61.25 Filing Fee  
and Certificate of  
Status

☐ \$105.00 Filing Fee  
and Certified Copy

☐ \$113.75 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE FLORIDA

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**SECOND AMENDMENT  
TO  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
CALPLAZA HOLDINGS ASSOCIATES, LTD.**

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**THIS SECOND AMENDMENT** ("Amendment") amends the Agreement of Limited Partnership of CalPlaza Holdings Associates, Ltd. (the "Partnership") dated May 9, 1996, as previously amended by that certain Amendment to Agreement of Limited Partnership ("First Amendment") dated on or about July 2, 2003 (collectively, the "Partnership Agreement").

In consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the partners, Cal Plaza GP, Inc., the 1% general partner, and CalPlaza Associates, Ltd., the 99% limited partner, hereby agree to further amend the Partnership Agreement as follows:

1. **Purpose.** The sole purpose of the Partnership is to acquire, own, maintain, and operate the real property and improvements thereon known as Callahan Plaza, located at SWC S.R. 200 (AIA) and Stratton Road, Callahan, Florida (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property.

2. **General Partner.** Cal Plaza GP, Inc. is the sole general partner of the Partnership.

3. **First Amendment.** All other provisions added to the Partnership Agreement in the First Amendment are hereby deleted.

4. **Partnership Agreement.** The Partnership Agreement, except as amended hereby, remains in full force and effect.

5. **Counterparts.** This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same agreement.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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[signatures appear on next page]

[continued from prior page]

**IN WITNESS WHEREOF**, the parties have executed this Amendment to be effective February 28, 2006.

**GENERAL  
PARTNER:**

CAL PLAZA GP, INC., a Florida corporation

By:

Name: Kathryn Mansfield

Its: Vice President and Secretary



**LIMITED PARTNER:**

CALPLAZA ASSOCIATES, LTD., a Florida  
limited liability company

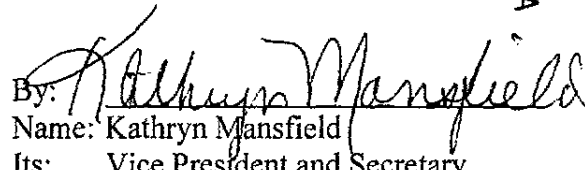
By: Tarragon Capital Corporation,  
a Texas corporation

Its: general partner

By:

Name: Kathryn Mansfield

Its: Vice President and Secretary



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TALLAHASSEE, FLORIDA

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