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April 16, 1998

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: McCord Realty Limited,
f/k/a McCord Limited Partnership

Dear Sir or Madam:

Enclosed for filing is an Amended and Restated Certificate of Limited Partnership of McCord Realty Limited. Also enclosed is a copy of the certificate to be date stamped. Our check for \$52.50 for the filing fee is attached.

If you have any questions, please call.

Sincerely,

Adrienne U. Francis
Adrienne U. Francis
Secretary

Enclosure

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
McCORD REALTY LIMITED,
F/K/A McCORD LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partners of McCord Realty Limited, formerly known as the McCord Limited Partnership as set forth in the Certificate of Limited Partnership filed with the Secretary of State on July 3, 1996 (the "Original Certificate"), desiring to amend and restate the Original Certificate, hereby state the following:

1. The name of the Partnership is McCord Realty Limited (the "Partnership").
2. The mailing address and principal place of business of the Partnership is 50 Bellac Road, Tallahassee, Florida 32303.
3. The name and address of the agent for service of process on the Partnership is Fred L. McCord, 50 Bellac Road, Tallahassee, Florida 32303.
4. The names and business addresses of the General Partners are as follows:

Fred L. McCord	Sally C. McCord
50 Bellac Road	50 Bellac Road
Tallahassee, Florida 32303	Tallahassee, Florida 32303
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.
7. This Amended and Restated Certificate of Limited Partnership amends the certificate filed with the Secretary of State on July 3, 1996, by (a) changing the name of the partnership from McCord Limited Partnership to McCord Realty Limited; and (b) changing the latest date upon which the partnership shall dissolve from December 31, 2026 to December 31, 2051.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of McCord Realty Limited on this 7th day of April, 1998, and will be filed in accordance with Section 620.109, Florida Statutes (1997).


FRED L. McCORD


SALLY C. McCORD

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