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ADDITIONAL OFFICE
CHICAGO

March 31, 2000
A9600000 1438

Via Federal Express

Florida Department of State
Department of Business Services
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *Harbur Isle at St. Augustine, Ltd.*
Heritage Oaks, Ltd.
Parkway I, Ltd.
Ridge Manor Development, Ltd.
St. Johns Boardwalk Investments, Ltd.
Brookridge Holdings, Ltd.

500003197495--4
-03/31/00-01048-001
****315.00 ****52.50

FILED
00 MAR 31 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed in duplicate please find Certificates of Amendment to the Certificates of Limited Partnership for the entities referred to above. I have enclosed our check in the amount of \$315 to cover the filing fee.

Please process these documents and reply to the undersigned. If you have any questions, please call me at (847) 945-8810. Thank-you.

Very truly yours,

Jill Dworski
Jill Dworski
Paralegal

encl.
jd:FlxSecy of State.Ltr.wpd

A96-1438
GA 4/6

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE OAKS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on August 1, 1996, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. Coro Investments of Hillsborough County, Inc. as general partner of the limited partnership hereby withdraws as general partner and transfers all of its entire right, title and interest in the partnership to Heritage Oaks, LLC, a Florida limited liability company so that Article III as amended reads as follows:

III. General Partner: The name and address of the general partner of the limited partnership is as follows:

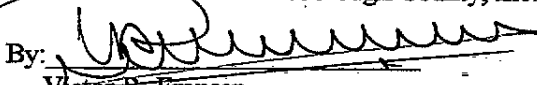
Heritage Oaks, LLC ✓ *199-8793*
6900 Southpoint Drive North
Suite 250
Jacksonville, Florida 32216

2. This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.


IN WITNESS WHEREOF, the undersigned have duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 24th day of January, 2000

WITHDRAWING GENERAL PARTNER:
Coro Investments of Hillsborough County, Inc.

By: 
Victor R. Fransen
President

NEW GENERAL PARTNER:
Heritage Oaks, LLC

By: 
Victor R. Fransen
Manager

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TALLAHASSEE, FLORIDA