

4/01/99 CORPORATE DETAIL RECORD SCREEN 9:26 AM
NUM: A9600001910 ST. FL. ACCTIVE/FL. FL. FID: 10/14/1996
ACT CONT: 100.00 DEI#: 1-340 568
NAME : SOUTHERN LAND INVESTOR, LTD.
PRINCIPAL: 20 NORTH ORANGE AVE., SUITE 1000
ADDRESS: ORLANDO, FL 32801
RA NAME : SOUTHERN LAND COMPANY
RA ADDR : 20 NORTH ORANGE AVE., SUITE 1000
ORLANDO, FL 32801 US
ANN REP : (1997) I 11/27/96 (1998) I 09/15/97

1. MENU, 3. PARTNERS

200002827922--01
-04/02/99--01065--002
*****52.50 *****52.50

ENTER SELECTION AND CR.

A96-1910

Name	OR 45
Availability	
Director	
Secretary	
Verifier	
W. P. Verifier	

FILED
03 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
SOUTHERN LAND INVESTORS, LTD.**

Pursuant to the provisions of Florida Statute § 620.109, this Florida limited partnership, whose certificate was originally filed with the Florida Department of State on October 14, 1996, (document number A96000001910), duly adopts and executes the following Amended and Restated Certificate of Limited Partnership for Southern Land Investors, Ltd. The Amended and Restated Certificate of Limited Partnership shall be as follows:

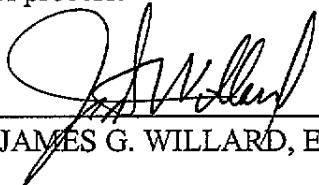
1. Name of Limited Partnership. The name of the Limited Partnership is Southern Land Investors, Ltd.

2. Business Address. The business address of the Limited Partnership is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.

3. Registered Agent. The name of the registered agent for service of process is James G. Willard, Esq.

4. Street Address for Registered Agent. The street address for the registered agent is 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.

5. Signature of Registered Agent. The registered agent has, by its execution hereto, accepted designation as registered agent for service of process.


JAMES G. WILLARD, ESQ.

6. Mailing Address of Limited Partnership. The mailing address of the Limited Partnership is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.

7. Latest Date to Be Dissolved. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2017.

FILED
90 APR -2 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Name and Address of General Partners. The name and addresses of the General

Partners are as follows:

898-558
Orlando Southwest Investors, L.P.
390 North Orange Avenue, Suite 1875
Orlando, Florida 32801

898-4654
JSS of Orlando, Inc.
c/o Schrimsher Properties
600 East Colonial Drive, Suite 100
Orlando, Florida 32803

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed as of the 18th day of March, 1998.

WITHDRAWING GENERAL PARTNER:

Southern Land Company, a Florida corporation

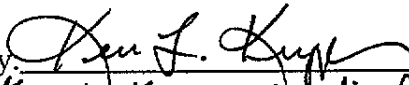
By: 
Michael J. Grindstaff, President

NEW GENERAL PARTNERS:

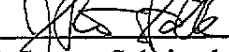
Orlando Southwest Investors, L.P.,
a Delaware limited partnership

By: LaSalle Orlando Southwest, L.P.,
an Illinois limited partnership, General Partner

By: LaSalle Orlando Southwest, Inc.,
an Illinois corporation, General Partner

By: 
Ken L. Kupp, its Vice President

JSS of Orlando, Inc., a Florida corporation

By: 
J. Steven Schrimsher, President