



THE UNITED STATES
CORPORATION
COMPANY

A97000000058

ACCOUNT NO. : 072100000032

REFERENCE : 958517 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 11, 1998

ORDER TIME : 11:20 AM

ORDER NO. : 958517-005

CUSTOMER NO: 4381472

700002637367--3

-09/11/98--01066--027

***1750.00 ***1750.00

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: BEACON HILL, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 12: 59

RECEIVED
98 SEP 11 PM 12: 1
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 12:59

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of **BEACON HILL, LTD.**, a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

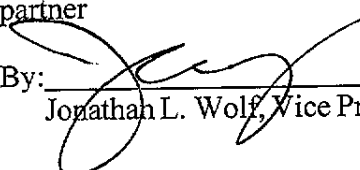
The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$100.00 has already been contributed by the Limited Partners, and an additional \$5,336,120.00 is anticipated. Therefore, the total capital contributions on record will be \$5,336,220.00.

This Supplemental Affidavit is executed this 25th day of June, 1998.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BEACON HILL, LTD., a Florida limited partnership

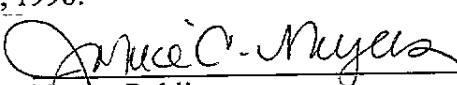
By: Beacon Hill, Inc., a Florida corporation, general partner

By: 
Jonathan L. Wolf, Vice President

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Jonathan L. Wolf, as Vice President of Beacon Hill, Inc., a Florida corporation, known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Vice President of Beacon Hill, Inc., a Florida corporation, as general partner of Beacon Hill, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of June, 1998.


Notary Public
State of Florida at Large
My Commission Expires:

