



THE UNITED STATES
CORPORATION
COMPANY

A97000000335

ACCOUNT NO. : 072100000032

REFERENCE : 419359 4381472

AUTHORIZATION :

COST LIMIT : \$ 87.50 - 105.00
Laurie Bergstresser

ORDER DATE : June 6, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 419359-005

CUSTOMER NO: 4381472

600002204446--9

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: MT. ZION ROAD PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa
EXAMINER'S INITIALS:

FILED
97 JUN -6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JUN -6 PM 12:11
DIVISION OF CORPORATION

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
MT. ZION ROAD PARTNERS, LTD.

97 JUN -6 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.109 of the Florida Uniform Limited Partnership Act (1986), the undersigned, as general partners of MT. ZION ROAD PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The name of the Partnership is MT. ZION ROAD PARTNERS, LTD.

2. The date of the filing of the certificate of limited partnership was February 6, 1997.

3. Paragraph number 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following is substituted in lieu thereof:

3. The names and business addresses of the general partners of the limited partnership are as follows:

CED Capital Holdings VII, Ltd.,
a Florida limited partnership
2200 Lucien Way
Suite 450
Maitland, Florida 32751

NuRock Corporation, a Georgia corporation
5920 Roswell Road
Suite B107-184
Atlanta, Georgia 30328

4. CED Capital Holdings VII, Ltd. shall be the Managing General Partner of the Partnership. As Managing General Partner, CED Capital Holdings VII, Ltd. may authorize and approve any and all Partnership actions and may bind the Partnership contractually without the consent or approval of NuRock Corporation.

3rd The undersigned have hereunto set their hands and seals this day of June, 1997.

ENTERING GENERAL PARTNER:

CED CAPITAL HOLDINGS VII, LTD., a
Florida limited partnership

By: CED Construction, Inc., a
Florida corporation, its
managing general partner

By: J. P. Brock
Jay P. Brock,
Vice President

WITHDRAWING GENERAL PARTNER:

BOND CAPITAL HOUSING PARTNERS, LTD.,
a Florida limited partnership

By: Bond Capital Housing Partners,
Inc., a Florida corporation

By: J. P. Brock
Jay P. Brock, Vice
President

EXISTING GENERAL PARTNER:

NUROCK CORPORATION, a Georgia
corporation

By: _____
Robert G. Hoskins, President

2nd The undersigned have hereunto set their hands and seals this
2 day of June, 1997.

ENTERING GENERAL PARTNER:

CED CAPITAL HOLDINGS VII, LTD., a
Florida limited partnership

By: CED Construction, Inc., a
Florida corporation, its
managing general partner

By: _____
Jay P. Brock,
Vice President

WITHDRAWING GENERAL PARTNER:

BOND CAPITAL HOUSING PARTNERS, LTD.,
a Florida limited partnership

By: Bond Capital Housing Partners,
Inc., a Florida corporation

By: _____
Jay P. Brock, Vice
President

EXISTING GENERAL PARTNER:

NUROCK CORPORATION, a Georgia
corporation

By: 
Robert G. Hoskins, President