

HEARTHSTONE ADVISORS

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415.249.1500

Fax 415.249.1519

February 19, 1998

VIA FEDERAL EXPRESS

Florida Dept. Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed for filing are Certificates of Amendment to Certificate of Limited Partnership changing the name of the general partner of each of the following entities:

1. Weston Hills-Lake County;
2. Sheffield-Naples;
3. Beaches-Pembroke Pines;
4. Coconut Point-Coconut Creek;
5. Coral Harbor-Margate;
6. Cypress Lake Estates-Lake Worth;
7. Econ River Estates-Orlando;
8. Grand Isle-Coral Springs;
9. Jog Palms-Palm Beach
10. Lee's Crossing -Delray Beach;
11. Lowell's Landing-Pembroke Pines;
12. Marina Cove-Naples;
13. Shannon Lakes-Kissimmee;
14. Sterling Park-Deltona
15. The Woods-Lake Worth;
16. Villa Regina-Pembroke Pines; and
17. Viscaya-Miramar

9000002439699-7
-02/24/98-01093-022
****892.50 *****52.50

SECRETARY
TALLAHASSEE
FLORIDA

98 FEB 24 PM 12:00

FILED

A check for filing in the amount of \$892.50 is included.

Name	
Availability	
Document	
Examiner	DCC
Updater	Very truly yours, DCC
Updater	Deborah Holstedt DCC
Verifier	Paralegal DCC
W. P. Verifier	DCC

Also enclosed for filing are Annual Report for each of the above-referenced limited partnerships.
A separate check for fees is attached to each report.

Please do not hesitate to call me at (415) 249-1509 if you have any questions.

Debbie GAVE

AUTHORIZATION BY PHONE TO

add GP's address

DATE 2/26/98

DOC. EXAM dcc

\$52.00

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Sheffield-Naples Limited Partnership

(Insert name currently on file with Florida Dept. of State)

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 February 27, 1997 adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

This Certificate of Amendment to Certificate of Limited Partnership is being filed to reflect a change in the name of the sole general partner from

Sheffield-Naples GP, L.C. to MS/SEP #2 GP, L.C.

16830 Ventura Blvd., #352
Encino, CA 91436

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

See attached

Signature(s) of new general partner(s), if applicable:

See attached

FILED
98 FEB 24 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(197000000589)

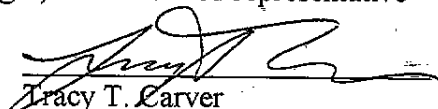
CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP

SIGNATURE OF CURRENT GENERAL PARTNER:

SHEFFIELD-NAPLES GP, L.C.

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By:


Tracy T. Carver
Senior Vice President

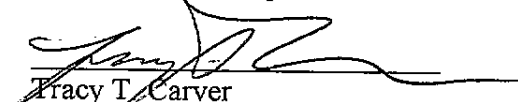
FILED
98 FEB 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE OF NEW GENERAL PARTNER:

MS/SEP #2 GP, L.C.

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By:


Tracy T. Carver
Senior Vice President