



THE UNITED STATES
CORPORATION
COMPANY

A97000000704

ACCOUNT NO. : 072100000032

REFERENCE : 354351 4340059

AUTHORIZATION :

COST LIMIT : \$ ~~32.00~~

Patricia Kyte

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 1:12

ORDER DATE : May 5, 1997

ORDER TIME : 12:19 PM

ORDER NO. : 354351-005

CUSTOMER NO: 4340059

52.50

900002165759--9

CUSTOMER: Sandra Zambrano, Legal Asst
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC AMENDMENT FILING

NAME: ACP-REFLECTIONS, LIMITED
PARTNERSHIP

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: Lori R. Dunlap

EXAMINER'S INITIALS:

297400023814

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 1:12
RECEIVED
DIVISION OF CORPORATIONS
97 MAY -5 PM 1:52

4/4/97

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
ACP-REFLECTIONS, LIMITED PARTNERSHIP**

1. Name of Limited Partnership: ACP-REFLECTIONS, LIMITED PARTNERSHIP.
2. Date of Filing of Certificate of Limited Partnership: March 26, 1997.
3. Amendment: The Certificate of Limited Partnership is hereby amended in the following particulars:

- (a) Section 8 is hereby deleted and following substituted therefor:

"8. Name of general partner: Specific address:

ACP-REFLECTIONS MANAGERS, c/o Associated Capital Properties, Inc.
LIMITED PARTNERSHIP 201 East Pine Street
Suite 475
Orlando, Florida 32801"

- (b) Section 9 is hereby deleted and the following substituted therefor:

"ARTICLE FOUR

The sole character of business and sole purpose of the Partnership is to (a) take by assignment the interest of Associated Capital Properties, Inc. under that certain Agreement of Sale and Purchase, dated March 4, 1997, between Reflections Jacksonville Limited Partnership, as Seller, and Associated Capital Properties, Inc., as Purchaser (the "Contract"), with respect to the "Business Property" (as hereinafter defined), modify, amend, extend or assign the Contract and all or any portion of the rights and obligations thereunder, and/or consummate all or any portion of the transactions contemplated under the Contract as determined by the Partnership and (b) acquire, hold, maintain, operate, improve, develop, sell, exchange, lease, mortgage, hypothecate and otherwise use the "Business Property" and "Partnership Property" (as hereinafter defined) for profit and to engage in all activities incidental or necessary thereto as determined by the Partnership. "Business Property" shall mean the following parcels of land, together with the office buildings located thereon, all furniture, fixtures and equipment owned by the Partnership and used therein and all proceeds, rents, income and revenue, of any nature whatsoever, derived therefrom: 7775 and 7785 Baymeadows Way, Jacksonville, Florida, an office building and retail complex known by the name "Reflections at Deerwood Park."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY - 5 PM 1:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY - 5 PM 1:12

"Partnership Property" shall mean the Business Property and all personal property owned by the Partnership from time to time incidental to the ownership and operation of the Business Property."

4. The foregoing amendment was adopted by all of the partners of the Partnership by written consent in lieu of actual meetings, effective May 1, 1997.

IN WITNESS WHEREOF, the undersigned, the sole general partner of the Partnership, has executed this Amendment on this 15 day of May, 1997.

GENERAL PARTNER:

**ACP-REFLECTIONS MANAGERS, LIMITED
PARTNERSHIP, a Florida Limited Partnership**

By: **ACP-REFLECTIONS, INC., a Florida
Corporation, its General Partner**

By: 

Name: Allen C. de Olazarra
Title: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 1:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 1:12