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R. LEIGH DUEMLER

April 22, 2002

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/03/02--01089--010
****105.00 ****105.00

Attention: Limited Partnership Section

Re: TwinEagles Development Company, Ltd.

Dear Sirs:

A97-1084

Enclosed for filing pursuant to section 620.109, Florida Statutes, is a Certificate of Amendment to the Certificate of Limited Partnership changing the name of the above partnership together with a check in the amount of \$105.00 to cover the filing fee and the cost of a certified copy of the amendment. Please send the certified copy to me at the above address.

If you have any questions concerning this filing, please telephone me at (941) 947-7450

Very truly yours,

R. Leigh Duemler

R. Leigh Duemler/66

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -3 PM 4:10

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TWINEAGLES DEVELOPMENT COMPANY, LTD.
(A Florida limited partnership)

Pursuant to section 620.109, Florida Statutes, this Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on May 15, 1997, adopts the following certificate of amendment to its certificate of limited partnership (the "Certificate"):

FIRST: Article 1 of the Certificate is amended to read as follows:

1. The name of the limited partnership is "The Estates at TwinEagles, Ltd." (the "Partnership").

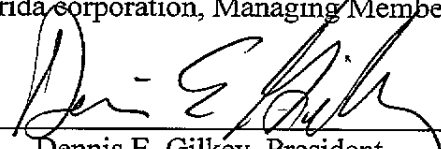
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature:

General Partner:

RCP/TE MANAGEMENT LLC
By: Resource Conservation Properties, LLC,
a Florida corporation, Managing Member

Dated: April 22, 2002

BY: 
Dennis E. Gilkey, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -3 PM 4:10

AMENDMENT TO PARTNERSHIP AGREEMENT
OF
TWINEAGLES DEVELOPMENT COMPANY, LTD.


The parties hereto, being all of the general and limited partners of TwinEagles Development Company, Ltd., a Florida limited partnership (the "Partnership"), hereby agree that the Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of August 31, 2000 (the "Partnership Agreement"), is hereby amended as follows:

The name of the Partnership, as set forth in Section 1.1 of the Partnership Agreement is hereby changed to "The Estates at TwinEagles, Ltd."

The general partner is authorized and directed to file an amendment to the certificate of limited partnership of the Partnership reflecting the foregoing change,

In Witness Whereof, the parties have executed this Amendment of the Partnership Agreement as of April 19, 2002.

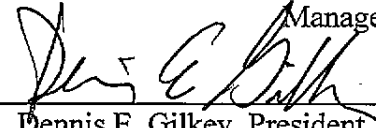
RCP/TE MANAGEMENT LLC,
General Partner
BY: Resource Conservation Properties, Inc.

Member
BY: 
Dennis E. Gilkey, President

RCP/TE INVESTMENT LLC,
Limited Partner
BY: Resource Conservation Properties, Inc.

Member
BY: 
Dennis E. Gilkey, President

NORTH TAMiami LLC
Limited Partner
BY: Resource Conservation Properties, Inc.

Manager
BY: 
Dennis E. Gilkey, President

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