



THE UNITED STATES  
CORPORATION  
COMPANY

A97000001512

97 OCT 15 PM 12:10

ACCOUNT NO. : 072100000032

REFERENCE : 565489 4381472

AUTHORIZATION :

COST LIMIT : \$ 52.50

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 OCT 15 PM 2:43

ORDER DATE : October 15, 1997

ORDER TIME : 10:56 AM

ORDER NO. : 565489-005

CUSTOMER NO: 4381472

900002320999--3

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

DOMESTIC AMENDMENT FILING

NAME: VAN BUREN PARTNERS, 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:

10/15/97  
BPC

**FIRST AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
VAN BUREN PARTNERS, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, as general partner of VAN BUREN PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The name of the Partnership is VAN BUREN PARTNERS, LTD.
2. The date of the filing of the original Certificate of Limited Partnership was July 10, 1997.
3. Paragraph 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

"The name and business address of the general partner is:

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

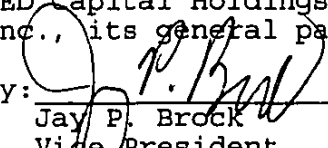
A97000001892

13th The undersigned have hereunto set their hands and seals this day of October, 1997.

**WITHDRAWING GENERAL PARTNER:**

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

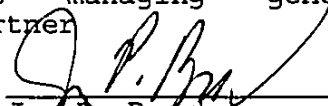
By: CED Capital Holdings VII,  
Inc., its general partner

By:   
Jay P. Brock  
Vice President

**INCOMING GENERAL PARTNER:**

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

By: CED Construction, Inc.,  
its managing general  
partner

By:   
Jay P. Brock  
Vice President