



THE UNITED STATES
CORPORATION
COMPANY

A97000001514

ACCOUNT NO. : 072100000032

REFERENCE : 462292 . 6221A

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 105.00

ORDER DATE : July 15, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 462292-005

500002238325--6

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
Abel Band Russell Collier
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC AMENDMENT FILING

NAME: SUWANEE SUN PROPERTIES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL 15 PM 3:20

7/15/97
DK

RECEIVED
97 JUL 15 AM 11:26

**FIRST AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUWANEE SUN PROPERTIES, LTD.,
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 15 PM 3:20

The undersigned, constituting the general partner of SUWANEE SUN PROPERTIES, LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on July 10, 1997, hereby amends said Certificate of Limited Partnership of SUWANEE SUN PROPERTIES, LTD., a Florida limited partnership, as follows:

1. Paragraph 2.1(a) is hereby amended to read as follows:

General Partner. The term "General Partner" shall mean WILLIAM TANENBAUM, or any other person or entity admitted as a General Partner by consenting to be bound by the terms of this Agreement. A General Partner may be both a General Partner and a Limited Partner. The address of the General Partner shall be 7338 Estrella Court, Boca Raton, Florida 33433.


2. Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

3. The execution of this Certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, pursuant to Paragraph 10.5 of the Partnership Agreement, the undersigned General Partner of the partnership has consented to the execution of this Amendment to the Certificate of Limited Partnership of SUWANEE SUN PROPERTIES, LTD., a Florida limited partnership below, on this 14th day of July, 1997.

WITNESSES:

SUWANEE SUN PROPERTIES LTD.,
a Florida limited partnership


Print Name CATHA K. MILHORN

By: 
William Tanenbaum


Print Name TONI MARIE GULLIGAN

"GENERAL PARTNER"

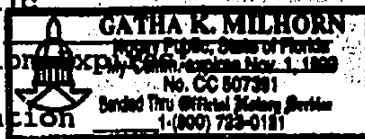
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th
day of July, 1997, on behalf of the partnership by
WILLIAM TANENBAUM, as general partner of Suwanee Sun Properties,
Ltd., a Florida limited partnership.


Notary Public

Print Name:

My Commission Expires



Personally Known X (OR) Produced Identification
Type of identification produced n/a

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DIVISION OF CORPORATIONS
97 JUL 15 PM 3:20