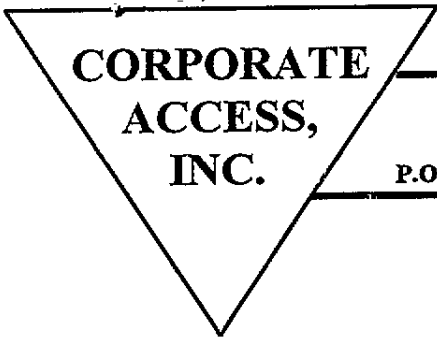




A97000002164

1116-1 Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Amendment

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DIVISION OF CORPORATIONS
98 JAN 13 AM 11:35

1.) Evelyn F. Cragg Family Partnership, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

LP- 52.50

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**FIRST AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, hereby amends the Certificate of Limited Partnership of Evelyn F. Cragg Family Partnership, Ltd., which Certificate was originally filed on October 7, 1997, and assigned Document No. A9700002164.

The Certificate of Limited Partnership is amended to restate all limited partners of the Partnership as follows:

1. Effective December 30, 1997, the amended names, addresses, number of units and percentage share of the Limited Partners is:

	<u>Units</u>	<u>Percentage Owned</u>
Evelyn F. Cragg Trust dated 4/11/90 Evelyn F. Cragg, Trustee Winter Park Towers & Village North 1804 Summerfield Winter Park, Florida 32792	601	60.1%
Nancy C. Lincoln 43 Hedge Road Brookline, MA 02146	69	6.9%
Bryan R. Lincoln 43 Hedge Road Brookline, MA 02146	15	1.5%
Susan F. Lincoln 43 Hedge Road Brookline, MA 02146	15	1.5%
Sarah B. Lincoln 43 Hedge Road Brookline, MA 02146	15	1.5%

Louise L. Ford 43 Hedge Road Brookline, MA 02146	15	1.5%
Elizabeth C. de Manio 1279 Whitehall Place Sarasota, FL 34242	69	6.9%
Peter M. de Manio 1279 Whitehall Place Sarasota, FL 34242	15	1.5%
Genevieve de Manio Downing 84 Prescott Street, #6 Cambridge, MA 02138	15	1.5%
Jacqueline de Manio Eberley 44 East 67th Street, Apt. 2C New York, NY 10021	15	1.5%
Robert Graveraet Eberley 44 East 67th Street, Apt. 2C New York, NY 10021	15	1.5%
Susan Ricci Stebbins 84 Upland Road Brookline, MA 02146	69	6.9%
Theodore E. Stebbins, Jr. 84 Upland Road Brookline, MA 02146	15	1.5%
Vincent Ricci 1421 Tampa Road Palm Harbor, FL 34683	15	1.5%
Juliet Ricci 1421 Tampa Road Palm Harbor, FL 34683	15	1.5%
Vincent Riccio, Jr. 1421 Tampa Road Palm Harbor, FL 34683	15	1.5%

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IN WITNESS WHEREOF, this First Amendment to Certificate of Limited Partnership has been executed by the undersigned General Partner this 1st day of January 1998, and intended to be effective upon filing with the Florida Secretary of State.

"General Partner"


SUSAN RICCI STEBBINS

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