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LAZYLAND MOBILE HOME PARK, LTD.

AUDIT NUMBER.....H97000019476

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES.....2

CERT. COPIES.....1

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAZYLAND MOBILE HOME PARK, LTD.**

The Certificate of Limited Partnership of Lazyland Mobile Home Park, Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on October 23, 1997, Charter Number A97000002294, is hereby amended as shown below.

Paragraph 1 of the Certificate of Limited Partnership of this Partnership is amended to read in its entirety as follows:

1. The name of the limited partnership shall be: Lazy Land Mobile Home Park, Ltd.

Except as amended hereby, the terms of the Certificate of Limited Partnership of this Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President of the sole general partner of the Partnership, has hereunto subscribed her hand and seal to this Amendment as of this 14th day of November, 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing date.

M & M Associates, Inc.



Deanna F. Miller, President
General Partner

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Prepared by: Drake M. Batchelder, Esq.
Bar No: 0117273
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 15th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

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**CONSENT ACTION BY
THE DIRECTORS OF
M & M ASSOCIATES, INC.**

The undersigned, being all the Directors of M & M Associates, Inc., a Florida corporation ("Corporation"), do waive all formal requirements, including the necessity of holding a formal or informal meeting and receipt/sending of notice; and consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors:

WHEREAS, the Corporation is the sole general partner of Lazyland Mobile Home Park, Ltd., a Florida limited partnership (the "Partnership"), and

WHEREAS, the Partnership desires to change its name from Lazyland Mobile Home Park, Ltd. to Lazy Land Mobile Home Park, Ltd.

NOW THEREFORE, BE IT

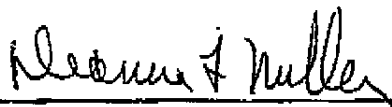
RESOLVED, that the Certificate of Limited Partnership of the Partnership, be and hereby is amended as shown in the Amendment to Certificate of Limited Partnership ("Amendment") attached hereto as Exhibit "A," and be it

FURTHER RESOLVED, that to effectuate the preceding resolution, Deanna F. Miller be and she hereby is authorized, empowered and directed, in the name of and on behalf of the Corporation, for itself and as general partner of the Partnership, to execute and deliver the Amendment, and such other certificates, assignments, instruments, documents and agreements as she shall deem necessary or appropriate to accomplish the foregoing, all in such form as she shall approve, as evidenced conclusively by her execution thereof.

The action described herein shall be effective as of the 14th day of November, 1997.


IN WITNESS WHEREOF, the undersigned, being all the Directors of this Corporation, have set their hand and seal to this document for the purposes herein expressed.

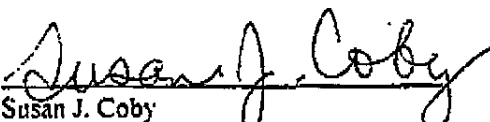
DIRECTORS:


Deanna F. Miller


Robert D. Miller


Steven E. Miller


Amy R. Miller


Susan J. Coby

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