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October 2, 2001

FILED
01 OCT -2 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Hand Delivery

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find **CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP**, along with a check in the amount of **\$52.50** for the applicable filing fees for the following entity:

FERN'S PARK ASSOCIATES, LTD.

Document Number: A98000000617

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*****52.50 *****52.50

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May

BK

Jill W. May, Paralegal

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DIVISION OF CORPORATION

/jwm
Enclosures



Certificate of Amendment
to
Certificate of Limited Partnership
of
Fern's Park Associates, Ltd.

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Pursuant to Florida Statutes, Section 620.109, Fern's Park Associates, Ltd., a Florida limited partnership (the "Partnership"), hereby amends its Certificate of Limited Partnership as follows:

1. Name: The name of the Partnership is Fern's Park Associates, Ltd.
2. The Partnership filed its original Certificate of Limited Partnership with the Florida Department of State on March 5, 1998.
3. Article V of the original Certificate of Limited Partnership is hereby amended and restated in its entirety to read as follows:


Term. The term for which the limited partnership is to exist will be from the date of filing of its original Certificate of Limited Partnership on March 5, 1998 until dissolution, which shall be on any of the following:

1. December 31, 2020;
2. The written agreement of all Partners;
3. The written agreement of (I) the General Partner(s) and (II) the Limited Partners holding Partnership Interests representing at least sixty percent (60%) of all of the outstanding Limited Partner Partnership Interests;
4. The sale, condemnation, or other disposition of all or substantially all of the Partnership's Assets;
5. The entry of final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom; or
6. The occurrence of a cause of dissolution as set forth in the Florida Revised Uniform Partnership Act (1986) as amended from time to time, and limited by Sections 1 through 5 above.

Dated as of September 28, 2001.

Fern's Park Associates, Ltd., a Florida
Limited Partnership

By: Casselberry Alliance
Corporation, a Florida
Corporation, its General Partner

By: 
K. Ronald Schroeder, President

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