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January 22, 1999

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BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: MARSH CREEK ASSOCIATES, LTD

Dear Sir/Madam:

Please find enclosed duplicate originals of the Certificate of Amendment to the Certificate of Limited Partnership for Marsh Creek Associates, Ltd. along with a check made payable to the Department of State in the amount of \$52.50 to cover the State's filing fee. Please file this amendment as quickly as possible. Then, file stamp the duplicate original and return it in the envelope I have provided.

If any problems should arise in connection with this transaction, please contact me immediately.

Thank you very much, and I will be happy to be of further assistance, if necessary.

Name	2/3/99
Availability	9:40
Document Examiner	DCC
Updater	DCC
Updater Verifier	?
Acknowledgment	343066
cc:	J. Michael Hartenstine
W. P. Verifier	DCC

Very truly yours,

Lisa Folis

Lisa Folis
Corporate Paralegal

A980000000718

FILED
JAN 25 AM 9:40
STATE
TALLAHASSEE
FLORIDA

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARSH CREEK ASSOCIATES, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, Marsh Creek Associates, Ltd., a Florida limited partnership, the Certificate of Limited Partnership of which was filed with the Florida Department of State on March 18, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

The Certificate of Limited Partnership of Marsh Creek Associates, Ltd, a Florida limited partnership, shall be and hereby is amended by striking Section 1 in its entirety and by substituting in its place the following:

Section 1

The name of the limited partnership is:

Heron Creek Associates, Ltd.

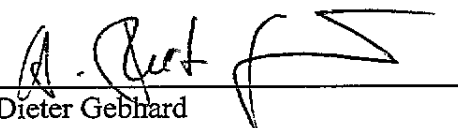
This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

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.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the General Partner of Marsh Creek Associates, Ltd., this the 22 day of January, 1999.

**MARSH CREEK COMMUNITIES, INC.
a Florida corporation**

By: _____


H. Dieter Gebhard
Its Vice President