A98000001378

Sund	ntereseaseh questor's Name	
Address		5000027129555 12/15/98-01057-023 ****105.00 ****105.00
City/State/2	Zip Phone #	Office Use Only
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):		
1. Nicholson-Davenport (imited Partnership) (Corporation Name) (Document #) 2. 007 89 - 00524-00671 (Corporation Name) (Document #)		
(Corp	,	Document #) Document #) Document #) Document #)
Walk in Mail out	Pick up time Will wait Photocopy	Certified Copy Certificate of Status
Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Dir Change of Registered Agent Dissolution/Withdrawal Merger	- I ond
Annual Report Fictitious Name Name Reservation	REGISTRATION/A QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	A98-1378

Examiner's Initials

CR2E031(1/95)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 15, 1998

SUNSTATE RESEARCH

SUBJECT: NICHOLSON-DAVENPORT LIMITED PARTNERSHIP

Ref. Number: A98000001378

We have received your document for NICHOLSON-DAVENPORT LIMITED PARTNERSHIP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the address of the new general partner on the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 998A00059091

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF NICHOLSON-DAVENPORT LIMITED PARTNERSHIP

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of NICHOLSON-DAVENPORT LIMITED PARTNERSHIP, does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

- 1. The name of the limited partnership is NICHOLSON-DAVENPORT LIMITED PARTNERSHIP.
 - 2. The date of filing of the original Certificate of Limited Partnership was June 3, 1998.
- 3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect a change in the name of the Limited Partnership to:

BEACHWALK LOT OPTION-FT. MYERS LIMITED PARTNERSHIP

and to reflect a name change of the sole general partner from FL RFC/WA GP, L.C. to:

FL MSII/SEPII GP, L.C.

16133 Ventura Boulevard, Suite 1400, Encino, California 91436 4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the sole general partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 10th day of December, 1998.

SOLE GENERAL PARTNER:

FL MSII/SEPII GP, L.C., a Florida limited liability company General Partner

By: Hearthstone Advisors, Inc., a California corporation

Manager, an authorized representative

By:

Senior Vice President

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