



**THE UNITED STATES
CORPORATION
COMPANY**

A98000001924

ACCOUNT NO. : 072100000032

REFERENCE : 095168 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 4:46

ORDER DATE : January 11, 1999

ORDER TIME : 4:14 PM

ORDER NO. : 095168-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Michelle Jawyn
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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-01/12/99--01002--031
***1750.00 ***1750.00

DOMESTIC AMENDMENT FILING

NAME: SPRING ARBOR PARTNERS, LTD. (2)

EFFECTIVE DATE: MK 1/11/99

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
99 JAN 11 PM 4:42
DIVISION OF CORPORATIONS

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 4:46

The undersigned, constituting the sole general partner of **SPRING ARBOR PARTNERS, LTD.**, a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$50.00 has already been contributed by the Limited Partners, and an additional \$4,259,942.00 is anticipated. Therefore, the total capital contributions on record will be \$4,259,992.00.

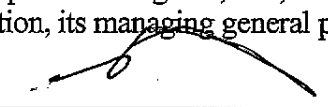
This Supplemental Affidavit is executed this 23rd day of December, 1998.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SPRING ARBOR PARTNERS, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

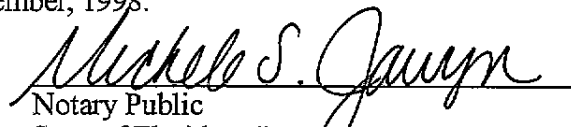
By: 
Tricia Doody, Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally Tricia Doody, as Vice President of CED Capital Holdings IX, Inc., a Florida corporation, known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Vice President of CED Capital Holdings IX, Inc., a Florida corporation, as managing general partner of CED Capital Holdings IX, Ltd., a Florida limited partnership, as general partner of Spring Arbor Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of December, 1998.




Notary Public
State of Florida at Large
My Commission Expires: