

A98 00000 1961

Investment Alternatives, Inc.

Harbor Federal Bank Building, Suite #100
Martin Downs Blvd. at Mapp Road
1251 South West 27th Street
Palm City, Florida 34990
Phone/Fax:
561.220.9800

February 26, 1999

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002790988--8

-03/01/99-01133-007

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

Re: Investment Alternatives, Inc.
Investment Alternatives, Ltd.

A98-1961

CM

Gentlemen:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 AM 8:37

Enclosed you will find a Certificate of Amendment to the Articles of Incorporation of Investment Alternatives, Inc. changing the name of that corporation to Sandhills Properties, Inc. A check in the amount of \$35 is enclosed to pay the fee for this change.

Also enclosed is a Certificate of Amendment to Certificate of Limited Partnership of Investment Alternatives, Ltd. changing the name of that partnership to Sandhills Associates, Ltd., and changing the name of the General Partner from Investment Alternatives, Inc. (above) to Sandhills Properties, Inc. A check in the amount of \$52.20 is enclosed for the requisite filing fee.

Please acknowledge the change on the duplicate copies of each Certificate, and return same to the undersigned at the address shown above.

I also certify to you that I am the Registered Agent for Investment Alternatives, Inc., now Sandhills Properties, Inc., and that that corporation hereby consents to the change in name of the above Limited Partnership using the new name Sandhills Associates, Ltd.

Thank you for your cooperation.

Sincerely,



Bernice M. Bickel
Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 1999

BERNICE M. BICKEL
INVESTMENT ALTERNATIVES, INC.
1251 S.W. 27TH ST., MARTIN DOWNS BLVD.
PALM CITY, FL 34990

SUBJECT: INVESTMENT ALTERNATIVES, LTD.
Ref. Number: A98000001961

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 AM 8:37

We have received your document for INVESTMENT ALTERNATIVES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 499A00011365

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

INVESTMENT ALTERNATIVES, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on AUGUST 17, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

ARTICLE I - NAME IS AMENDED TO READ:
THE NAME OF THE LIMITED PARTNERSHIP IS
SANDHILLS ASSOCIATES, LTD.

ARTICLE 8 - THE NAME OF THE GENERAL PARTNER IS
SANDHILLS ~~ASSOCIATES~~ ^{REALTY}, INC. 17521 US HIGHWAY 441, SUITE 9
MOUNT DORA, FL 32757

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

THIRD: Signature(s)

Signature of current general partner: INVESTMENT ALTERNATIVES, INC. - (NOW SANDHILLS REALTY, INC.)
By: Bernice M. Bickel
BERNICE M. BICKEL, PRESIDENT

Signature(s) of new general partner(s), if applicable:

SANDHILLS ~~ASSOCIATES~~ ^{REALTY}, INC.
By: Bernice M. Bickel
BERNICE M. BICKEL, PRESIDENT

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