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B. Radlock MAR 03 2008



MORRIS, MANNING & MARTIN, LLP
ATTORNEYS AT LAW

February 26, 2008

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VIA FEDERAL EXPRESS

Brenda Tablock
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: Filing of Certificate of Amendment to Certificate of Limited Partnership of
La Mirada Gardens, Ltd.

Dear Brenda:

Per our discussion, enclosed please find the executed Certificate of Limited Partnership of La Mirada Gardens, Ltd. evidencing the withdrawal of Germaine II La Mirada, Inc. ("Germaine") and executed by Germaine on December 5, 2007, and further executed by the continuing general partner listed in the first paragraph.

Thank you for your assistance with this matter. You may direct the filed document to my attention at the below listed address. Enclosed please find a check in the amount of \$52.50 to cover the cost of the filing.

Thank you very much for your time and consideration. Please do not hesitate to contact me if you have any additional questions.

Best regards,

Scot Burton

SXB:aw
Enclosures

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LA MIRADA GARDENS, LTD.**

Pursuant to the provisions of section 620.409, Florida Revised Uniform Limited Partnership Act (1986, as amended), this Florida limited partnership, whose certificate was filed with the Florida Secretary of State on February 10, 2001, and amended on February 19, 2002, and June 3, 2003, adopts the following certificate of amendment to its certificate of limited partnership.

and amended February 25, 2008

June 25, 2002

First: The Certificate of Limited Partnership is amended as follows:

Paragraph 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

"The names and business addresses of the general partner is as follows:

98-02 CDC Manager, L.L.C.
25 Park Place, Suite 1800
Atlanta, Georgia 30303"

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

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership this 3rd day of December, 2007.

WITHDRAWING GENERAL PARTNER:

GERMAINE II LA MIRADA, INC., a Florida corporation

By: *Lena M. Garner*

Name: *Lena M. Garner*

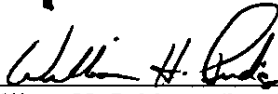
Title: *President*

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CONTINUING GENERAL PARTNER:

98-02 CDC MANAGER, L.L.C., a Georgia limited liability company

By: CDC Manager, Inc.

By: 
William H. Pridgen, President