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Florida Department of State

Division of Corporations

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A01-1257

LIMITED PARTNERSHIP AMENDMENT

VDC/GP - MATTHEW RIDGE, LLLP

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
VDC/GP-MATTHEW RIDGE, L.L.P.**

The undersigned general partner of VDC/GP-MATTHEW RIDGE, L.L.P., a Florida limited liability limited partnership, pursuant to Section 620.169, Florida Statutes, whose certificate was filed with the Florida Department of State on September 17, 2001, adopts the following amendment to the Certificate of Limited Partnership, with the following:

1. The name of the Limited Partnership is VDC/GP-MATTHEW RIDGE, L.L.P., a Florida limited liability limited partnership.

2. The date of filing the Certificate of Limited Partnership was September 17, 2001.

3. Paragraph 6 of the Certificate of Limited Partnership is added and reads in its entirety as follows:

6. So long as those certain \$11,200,000 Harris County Housing Finance Corporation Multifamily Housing Revenue Bonds (Matthew Ridge Apartments) Series 2002 (the "Bonds") are outstanding, the Partnership shall:

- (a) not engage in any business or activity other than acting as general partner of VDC-Matthew Ridge, Ltd., as more specifically set forth in Section 4.3 of the limited partnership agreement for the Partnership;
- (b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the limited partnership agreement for the Partnership or the documents evidencing or securing the Bonds.

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IN WITNESS WHEREOF, the undersigned general partner has executed this Amendment to Certificate of Limited Partnership this 29 day of April, 2002.

VDC-MATTHEW RIDGE, LLC, a Florida
limited liability company, its General Partner

By: Mark T. Farrell
Mark T. Farrell, Vice President

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