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Florida Department of State

Division of Corporations

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Account Name : MCGUIRE, WOODS, HAYTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 798-3200
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DIVISION OF CORPORATION

A01-1262

Amended

LIMITED PARTNERSHIP AMENDMENT

VDC - MATTHEW RIDGE, LTD.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 APR 29 AM 10:26

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Certificate of Status	0
Certified Copy	0
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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
VDC-MATTHEW RIDGE, LTD.**

The undersigned general partner of VDC-MATTHEW RIDGE, LTD., a Florida limited partnership, pursuant to Section 620.109, Florida Statutes, whose certificate was filed with the Florida Department of State on September 18, 2001, adopts the following amendment to the Certificate of Limited Partnership, with the following:

1. The name of the Limited Partnership is VDC-MATTHEW RIDGE, LTD., a Florida limited partnership.
2. The date of filing the Certificate of Limited Partnership was September 18, 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 the acquisition, development, construction, ownership and operation of a multifamily residential rental property located in Harris County, Texas and known as "Matthew Ridge Apartments", as more specifically set forth in Section 4 of the limited partnership agreement for the Partnership;
- (b) not incur, assume or guarantee any indebtedness other than indebtedness expressly permitted by the then correct limited partnership agreement of the Partnership or the documents evidencing or securing the Bonds.

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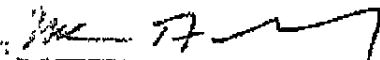
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IN WITNESS WHEREOF, the undersigned general partner has executed this Amendment to Certificate of Limited Partnership this 29 day of April, 2002.

VDC/GP-MATTHEW RIDGE, LLLP, a Florida
limited liability limited partnership, its General
Partner

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

By:



Mark T. Farrell, Vice President

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