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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)205-0383

From:

Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

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02 OCT 17 AM 8:24
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TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP AMENDMENT

GARFIELD PLACE APARTMENTS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

10-17-02 04:25P P.02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

GARFIELD PLACE APARTMENTS, LTD.
730 BONNIE BRAE STREET
WINTER PARK, FL 32789

SUBJECT: GARFIELD PLACE APARTMENTS, LTD.
REF: A02000000369

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The CERTIFICATE OF AMENDMENT document is fine. Please refile your AMENDMENT with just the AMENDMENT page.

The SUPPLEMENTAL AFFIDAVIT is a separate filing. Please generate a separate coversheet to submit this. To file a SUPPLEMENTAL AFFIDAVIT, you will click on "LIMITED PARTNERSHIP AMENDMENT", and then when the screen comes up, you will enter the increased contribution amount. For this partnership which already has \$100.00, the amount of increase will be \$890.00.

The fee to file a SUPPLEMENTAL AFFIDAVIT which increases the contribution amount by \$7,500.00 or less is \$52.50, and you will be charged an additional \$52.50 if you want a CERTIFIED COPY of your SUPPLEMENTAL AFFIDAVIT.

When you resend the AMENDMENT, please mark "FILE FIRST" on the coversheet, and please mark "FILE SECOND" on the SUPPLEMENTAL AFFIDAVIT coversheet.

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) 245-6914.

Buck Kohr
Corporate Specialist

FAX Aud. #: H02000213905
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DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
GARFIELD PLACE APARTMENTS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, Garfield Place Apartments, Ltd., a Florida limited partnership, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: The name of the limited partnership is Garfield Place Apartments, Ltd.

SECOND: The limited partnership's Certificate of Limited Partnership was filed with the Florida Department of State on March 14, 2002.

THIRD: Article 4 of the Certificate of Limited Partnership of the limited partnership is hereby amended to read in its entirety as follows:

4. General Partner: The name and business address of the general partner of the limited partnership are as follows:

KGH Corporation
730 Bonnie Brae Street
Winter Park, Florida 32789

PO100007536

FOURTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

FIFTH: P.A.C. Land Development Corporation has withdrawn as general partner of the limited partnership, the partners of the limited partnership have elected to continue the business of the limited partnership under Section 620.157, Florida Statutes, and KGH Corporation has been admitted as the new general partner of the limited partnership.

The undersigned withdrawing general partner and new general partner of the limited partnership hereby execute this Certificate of Amendment to the Certificate of Limited Partnership this 8th day of Oct, 2002.

WITHDRAWING GENERAL PARTNER:

NEW GENERAL PARTNER:

P.A.C. LAND DEVELOPMENT
CORPORATION, a Florida Corporation

KGH CORPORATION,
a Florida corporation

By: _____
Name: Tom Cavanaugh
Title: Pres

By: _____
Name: Tom Cavanaugh
Title: Pres