

A09928

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October 13, 1998

Florida Department of State
P.O. Box 5588
Tallahassee, Fl. 32314

Attention: Partnership Section

Re: Amendment to Certificate of Partnership
County Square Apartments II, Ltd., a Florida limited partnership
Charter No. A09928 - Filed January 13, 1981

Gentlemen/Ladies:

Please find enclosed the above referenced Amendment together with our check in the amount of \$52.50 to cover the cost of filing same with the Secretary of State.

Any questions, please do not hesitate to contact our office.

Sincerely,

Mireya Koger

Mireya Koger,
Paralegal

FILED
98 OCT 15 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name Availability	Enclosures
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Delivery	DCC

A09928

EXHIBIT "C"
TO THE AGREEMENT FOR THE SALE
OF GENERAL PARTNER INTEREST OF
COUNTRY SQUARE APARTMENTS II, LTD.

AMENDMENT TO
CERTIFICATE OF PARTNERSHIP
OF
COUNTRY SQUARE APARTMENTS, II, LTD.

The Certificate of Limited Partnership of Country Square Apartments, II, Ltd. ("Certificate"), a Florida limited partnership ("Partnership"), filed with the Department of State on January 13, 1981, under Charter Number A09928, is hereby amended, as follows:

P980000021244
Baron Country Square II, Inc., a Florida corporation, located at c/o Baron Capital, _____, 7826 Cooper Road, Montgomery, Ohio 45242, is hereby added, and hereafter shall be, the sole General Partner.

The Certificate is hereby amended to remove the existing General Partners, follows:

Cardinal Industries Of Florida Services Corporation,
a Florida corporation,
6954 Americana Parkway
Reynoldsburg, Ohio 43068

And

CRSI SPV 20199, Inc.,
a Delaware corporation
6954 Americana Parkway
Reynoldsburg, Ohio 43068

Except as amended hereby, the terms of the Certificate shall remain in full force and effect.

FILED
98 OCT 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being general partners of the Partnership, have hereunto subscribed their hands and seal to this Amendment as of this ____ day of _____, 1998.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing hereof.

WITHDRAWING GENERAL PARTNERS:

Cardinal Industries of Florida Services Corporation., a Florida corporation

By: _____

Paul R. Selid

Its: Vice President

CRSI SPV 20199, Inc., a Delaware corporation

By: _____

Paul R. Selid

Its: Vice President

NEW GENERAL PARTNER:

Baron Country Square II, Inc.,
a Florida corporation

By: _____

Gregory K. McGarth

Its: President

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JUL 15 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA