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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SHADETREE APARTMENTS, LTD.

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Shadetree Apartments, Ltd.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on May 6, 1982, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Empirian Lexford GP 6 LLC is removed as a general partner of the limited partnership.

Empirian Lexford GP New 5 LLC, whose address is 25 Philips Parkway, Montvale, NJ 07645, is hereby added as a general partner of the limited partnership.

M07-2704

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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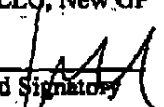
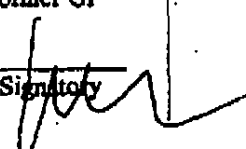
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SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Signature(s) of new general partner(s), if applicable:

Empirian Lexford GP New 5 LLC, New GP
By:  Ezra Beyman, Authorized Signatory
Empirian Lexford GP 6 LLC, Former GP
By:  Ezra Beyman, Authorized Signatory

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