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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
Fax Number : (305) 372-1352

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

MOULTRIE APARTMENTS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
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AUG 27 2008

EXAMINER

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CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
MOULTRIE APARTMENTS, LTD.,
A FLORIDA LIMITED PARTNERSHIP

In accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. NAME. The name of the Partnership as filed with the Florida Secretary of State May 24, 2007 is Moultrie Apartments, Ltd.

2. RATIFICATION AND CONSENT. The Partners consent to the withdrawal of Mid-Florida Management Corporation, a Florida corporation as General Partner, and substitution of Moultrie Management, LLC, a Florida limited liability company as the new and sole General Partner of the Partnership. **LD7000052107**

3. AMENDMENT. The Certificate is hereby amended as follows:

a. Mid-Florida Management Corporation, a Florida corporation, is hereby removed as the sole general partner of the Partnership and Moultrie Management, LLC, a Florida limited liability company, shall be the sole general partner of Partnership from and after the date hereof.

b. The principal address and the mailing address of the new general partner is 7670 South Tropical Trail, Merritt Island, FL 32952

c. The principal office and mailing address of the Partnership is 7670 South Tropical Trail, Merritt Island, FL 32952.

d. The address of the registered office and name of the registered agent for service of process required to be maintained under Florida law is: John A. Schmitt, 7670 South Tropical Trail, Merritt Island, FL 32952.

5. The foregoing Certificate of Amendment was adopted by the general partner of the Partnership, and has been executed by the withdrawing general partner and the substitute general partner. This Amendment is effective upon complete execution of this Certificate of Amendment, provided it is subsequently filed for record at the office of the Secretary of State of Florida, and upon such execution, this Amendment shall be deemed complete and such Certificate of Amendment shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

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WITNESS our hands and seals this 24 day of May, 2007.

RATIFIED AND CONSENTED

WITHDRAWING GENERAL
PARTNER:

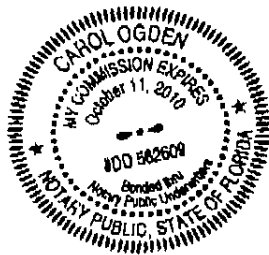
MID-FLORIDA MANAGEMENT
CORPORATION, a Florida
corporation

By: _____
Name: Paul C. Steinfurth, President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I hereby certify that on this 24 day of May, 2007, personally appeared before me Paul C. Steinfurth, President of Mid-Florida Management Corporation, a Florida corporation, who is personally known to me or has produced a driver's license as identification.



Notary Public, State of Florida

My Commission Expires: 10-11-10

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SUBSTITUTED GENERAL PARTNER:

MOULTRIE MANAGEMENT, LLC, a
Florida limited liability company

Bam y. Sun By: John C. Schmitt
John C. Schmitt, Managing Member

Patricia Lea Thompson
STATE OF FLORIDA
COUNTY OF DALLAS

I hereby certify that on this 26 day of May, 2007, personally appeared before me John C. Schmitt, Managing Member of Moultrie Management, LLC, a Florida limited liability company as General Partner Moultrie Apartments, Ltd., a Florida limited partnership, who is personally known to me or has produced a driver's license as identification.



Patricia Lea Thompson
Notary Public, State of Florida

My Commission Expires: 6/24/11

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
MOULTRIE APARTMENTS, LTD. AT THE PLACE
DESIGNATED IN THIS CERTIFICATE OF AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP, I HEREBY AGREE TO ACT IN THIS CAPACITY AND
AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO
KEEPING OPEN SAID OFFICE.

John C. Schmitt
John C. Schmitt
REGISTERED AGENT

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