



THE UNITED STATES CORPORATION COMPANY

A93000001337

ACCOUNT NO. : 072100000032

REFERENCE : 596672 4311473

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Page

ORDER DATE : November 11, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 596672-030

CUSTOMER NO: 4311473

100002344051--3

CUSTOMER: Ms. Louise J. Allen
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: RELATED/GMN TEAL, LTD.

EFFECTIVE DATE:

FILED
97 NOV 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
97 NOV 12 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1997

DANIEL LEGGETT  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: RELATED/GMN TEAL, LTD.  
Ref. Number: A93000001337

**RESUBMIT**  
Please give original  
submission date as file date.

**FILED**  
97 NOV 12 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for RELATED/GMN TEAL, LTD. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The Registered Agent must have a FLORIDA STREET ADDRESS.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 397A00054296

**RECEIVED**  
97 NOV 25 PM 2:54  
DIVISION OF CORPORATION

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RELATED/GMN TEAL, LTD.**

**FILED**  
97 NOV 12 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of RELATED/GMN TEAL, LTD., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Department of State, State of Florida, on December 14, 1993, hereby amend and restate said Certificate of Limited Partnership to read as follows:

1. The name of the Limited Partnership is:

RELATED/GMN TEAL, LTD.

2. The office and principal place of business for the Partnership currently is:

c/o Insignia Financial Group, Inc.  
P.O. Box 1089  
Greenville, SC 29602  
Attention: Scott Kester

3. Agent for Service of Process:

(a) The name and address of the agent for service of process on the Partnership currently is:

Jorge M. Perez  
c/o The Related Companies  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

(b) The name and address of the new agent for service of process on the Partnership is:

SF General, Inc.  
c/o Insignia Financial Group, Inc.  
2300 Glades Road  
Suite 310 West  
Boca Raton, FL 33431

4. General Partners:

(a) The name and address of the present General Partners of the Partnership are:

Related Homestead, Inc.  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145  
Attn: Jorge M. Perez

GMN Affordable Housing  
Partner XI, Inc.  
1460 Brickell Avenue  
Suite 309  
Miami, Florida 33131  
Attn: Robert Pollack

Partnership are: (b) The name and address of the new additional General Partner of the

SF General, Inc.  
c/o Insignia Financial Group, Inc.  
P.O. Box 1089  
Greenville, SC 29602  
Attention: Scott Kester

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TALLAHASSEE FLORIDA

(c) The following General Partner has assigned all of its right title and interest as a general partner in the Partnership and is no longer a general partner in the Partnership:

GMN Affordable Housing  
Partner XI, Inc.  
1460 Brickell Avenue  
Suite 309  
Miami, Florida 33131  
Attn: Robert Pollack

5. The mailing address of the Partnership is:

c/o Insignia Financial Group, Inc.  
P.O. Box 1089  
Greenville, SC 29602  
Attention: Scott Kester

6. The latest date upon which the Partnership shall dissolve is December 31, 2033.

7. This amended and restated certificate of limited partnership shall be effective at the time of its filing with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Limited Partnership as General Partners of the Partnership pursuant to the provisions of Sections 620.109 and 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November 6, 1997

SF General, Inc., a Delaware corporation, as General Partner

By: [Signature]  
Name: John Cassiano  
Title: Vice President

Related Homestead, Inc., a Florida corporation, as General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FILED  
97 NOV 12 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

SF GENERAL, INC. hereby accepts his appointment as registered agent for RELATED/GMN TEAL, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November 6, 1997

SF GENERAL, INC.

By: [Signature]  
Name: John Cassiano  
Title: Vice President

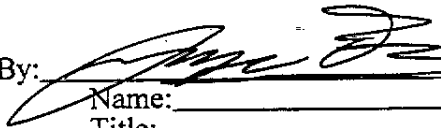
IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Limited Partnership as General Partners of the Partnership pursuant to the provisions of Sections 620.109 and 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November, 1997

SF General, Inc., a  
Delaware corporation,  
as General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Related Homestead, Inc., a  
Florida corporation,  
as General Partner

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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SECRETARY OF STATE  
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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

SF GENERAL, INC. hereby accepts his appointment as registered agent for RELATED/GMN TEAL, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

SF GENERAL, INC.

DATED: \_\_\_\_\_, 1997

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_