



A93000001343

ACCOUNT NO. : 072100000032

REFERENCE : 596672 4311473

AUTHORIZATION : Patricia Payne

COST LIMIT : \$ 105.00

ORDER DATE : November 11, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 596672-025

300002344053--7

CUSTOMER NO: 4311473

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 BISCAYNE, LTD.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 NOV 12 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 BISCAYNE, LTD.
Ref. Number: A93000001343

RESUBMIT
Please give original
submission date as file date.

FILED
97 NOV 12 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for RELATED/GMN BISCAYNE, 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: 797A00054293

RECEIVED
97 NOV 25 PM 2:53
DIVISION OF CORPORATION

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

FILED
97 NOV 12 AM 8:16
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 BISCAYNE, 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 BISCAYNE, 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 X, Inc.
1460 Brickell Avenue
Suite 309
Miami, Florida 33131
Attn: Robert Pollack

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

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(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 X, 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

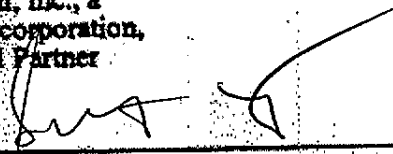
6. The latest date upon which the Partnership shall dissolve is December 31, 2033.

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 4, 1997

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

By: 

Sent by: STEARNS WEAVER

305 789 3395;

11/04/97 3:12PM; JetFax #51; Page 43

Name: Scott Lesnak
Title: Vice Pres.

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

By: _____
Name: _____
Title: _____

FILED
67 NOV 12 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

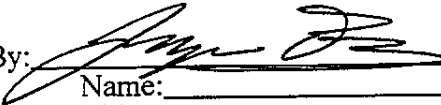
SF GENERAL, INC.

DATED: _____, 1997

By: _____
Name: _____
Title: _____

Name: _____
Title: _____

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

By: 
Name: _____
Title: _____

FILED
97 NOV 12 AM 8:16
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SF GENERAL, INC. hereby accepts his appointment as registered agent for RELATED/GMN BISCAVNE, 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: November 6, 1997

By: _____
Name: _____
Title: _____

Name: Scott Weaver
Title: Vice President

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

FILED
NOV 12 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

By: _____
Name: _____
Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SF GENERAL, INC. hereby accepts his appointment as registered agent for
RELATED/GMN BISCAYNE, 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: November 6, 1997

By: _____
Name: Scott Weaver
Title: Vice President