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Florida Department of State  
Division of Corporations  
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Account Name : CORPORATION SERVICE COMPANY /AZH  
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03 DEC 30 PM 4:48  
DIVISION OF CORPORATIONS

LIMITED PARTNERSHIP AMENDMENT

BRANDON LAKE, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

APPROVED AND FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Handwritten signature and date: 12/31/03

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

BRANDON LAKE, LTD.

To the Secretary of State  
State of Florida

The undersigned, on behalf of the limited partnership named below (the "limited partnership"), hereby certifies that:

1. The present name of the limited partnership is Brandon Lake, Ltd. The name under which the limited partnership was originally filed is Brandon Lake, Ltd.

2. The date of filing of the original Certificate of Limited Partnership with the Department of State was December 23, 1993.

3. The Certificate of Limited Partnership is amended to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act. Each such amendment is as follows:

1. Article 1 of the Certificate of Limited Partnership is hereby amended to change the name of the limited partnership to Sun Lake JV, Ltd.

2. To change the name of the General Partner to Sun Lake JV GP, LLC.

4. The text of the Certificate of Limited Partnership is hereby restated as amended to read as herein set forth in full:

1. The name of the Limited Partnership is Sun Lake JV, Ltd.

2. The principal office and mailing address of the limited partnership is 4582 South Ulster Street Parkway, Suite 1100, Denver, Colorado 80237.

3. The name and address of its general partner is Sun Lake JV GP, LLC, 4582 South Ulster Street Parkway, Suite 1100, Denver, Colorado 80237.

4. The mailing address is 4582 South Ulster Street Parkway, Suite

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FL LP D-AMENDED AND RESTATED CERTIFICATE OF LP 05/96-1

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DEC. 30. 2003 4:30PM CORPORATION SVC CO

NO. 0910003P. 3,3 3)

1100, Denver, Colorado 80237.

5. This Amended and Restated Certificate is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

*[signature page follows]*

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SECRETARY OF STATE  
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Signed on December 30<sup>th</sup>, 2003.

SUN LAKE JV, LTD.

By: SUN LAKE JV GP, LLC, a Delaware limited liability company, its General Partner

By: AIMCO JV PORTFOLIO #1, LLC, a Delaware limited liability company, its Sole Member

By: AIMCO BRE I, LLC, a Delaware limited liability company, its Managing Member

By:   
Name: Peter K. Kompanics  
Title: Manager

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PL LP D-AMENDED AND RESTATED CERTIFICATE OF LP 06/963

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