



THE UNITED STATES
CORPORATION
COMPANY

A94000000279

ACCOUNT NO. : 072100000032

REFERENCE : 596672 4311473

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 105.00

ORDER DATE : November 11, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 596672-035

CUSTOMER NO: 4311473 200002344052--0

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/ADVANCE CAPITAL, LTD.

EFFECTIVE DATE:

 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:

FILED
97 NOV 12 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

11/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: RELATED/ADVANCE CAPITAL, LTD.
Ref. Number: A94000000279

RESUBMIT
Please give original
submission date as file date.
97 NOV 12 AM 8:27
FILED
SECRETARY OF STATE
STATE OF FLORIDA

We have received your document for RELATED/ADVANCE CAPITAL, 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.

ALSO, are GMN AFFORDABLE HOUSING PARTNER XIII, INC. and SOLUTIONS-ROYAL, INC. continuing as General Partners???????????

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: 197A00054295

RECEIVED
97 NOV 25 PM 2:54
DIVISION OF CORPORATION

**SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RELATED/ADVANCE CAPITAL, LTD.**

FILED
97 NOV 12 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FL 32304

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of RELATED/ADVANCE CAPITAL, LTD., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Department of State, State of Florida, on March 4, 1994 and whose Certificate of Amendment to Certificate of Limited Partnership was filed with the Department of State, State of Florida, on February 23, 1996, hereby amend and restate said Certificate of Amendment to Certificate of Limited Partnership and Certificate of Limited Partnership to read as follows:

1. The name of the Limited Partnership is:

RELATED/ADVANCE CAPITAL, 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:

Francisco Rojo
c/o The Related Group of Florida
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

GMN Affordable Housing - continuing as General Partner
Partner XIII, Inc.
1460 Brickell Avenue
Suite 309
Miami, Florida 33131

Solutions-Royal, Inc. - continuing as General Partner
7740 Camino Road, #6104
Miami, Florida 33143

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

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, 2034.

7. This second 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 Second Amended and Restated Certificate of Limited Partnership as General Partners of the Partnership pursuant to the provisions of Section 620.105 of the Florida Revised Uniform Limited Partnership Act.

DATED: November 6, 1997

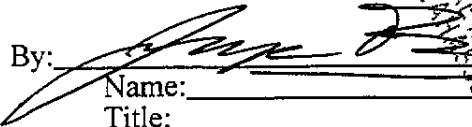
SF General, Inc., a
Delaware corporation,
as General Partner

By:

Name: Scott Kester
Title: Vice President

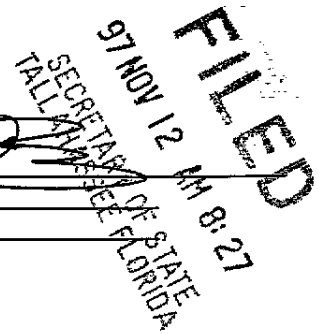
FILED
97 NOV 12 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

By: 

Name: _____

Title: _____



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SF GENERAL, INC. hereby accepts his appointment as registered agent for
RELATED/ADVANCE CAPITAL, 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: _____

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

By: _____

Name: _____

Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SF GENERAL, INC. hereby accepts his appointment as registered agent for
RELATED/ADVANCE CAPITAL, 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: _____

97 NOV 12 AM 8:27
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA