3000002486 THE UNITED STA

ACCOUNT NO. :

072100000032

REFERENCE:

742369

4381472

AUTHORIZATION :

COST LIMIT :

\$ PPD

ORDER DATE: June 23, 2000

ORDER TIME: 11:51 AM

ORDER NO. : 742369-005

CUSTOMER NO: 4381472

000003303450--5

-06/26/00--01003--020 ***1750.00 ***1750.00

CUSTOMER:

Ms. Melissa Beaver

Broad And Cassel

Suite 1100

390 North Orange Avenue

Orlando, FL 32801

NAME:

_WATERFORD POINTE APARTMENTS,

LTD.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom - Ext. 1104

EXAMINER'S INITIALS:



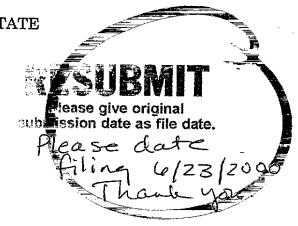
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 23, 2000

TAMARA ODOM CSC TALLAHASSEE, FL

SUBJECT: WATERFORD POINTE APARTMENTS, LTD.

Ref. Number: A98000002486



We have received your document for WATERFORD POINTE APARTMENTS, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,750.00 payment.

AS DISCUSSED, we believe that there is error in the specified amounts.

The limited partnership currently has a total anticipated limited partner contribution amount of \$50.00. If you add \$6,247,000.00 to that, the resulting total would be \$6,247,050.00, not \$6,297,000.00 as presently indicated in the document.

Please correct whichever amount or amounts are incorrect.

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: 300A00035829

RECEIVED

00 JUN 27 PM 12: 55

EPARTMENT OF STATE
VISION OF CORPORATION

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of WATERFORD POINTE APARTMENTS, LTD., a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$50.00 has already been contributed by the Limited Partners, and an additional \$6,247,000.00 is anticipated. Therefore, the total capital contributions on record will be \$6,247,050.00.

This Supplemental Affidavit is executed this 12 day of June, 2000.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

WATERFORD POINTE APARTMENTS,

Florida limited partnership

By: Waterford Pointe Apartments, Inc., a Florida

corporation, its general partner

Steven G. Krops President

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Steven G. Kropp, as President of Waterford Pointe Apartments, Inc., a Florida corporation, known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as President of Waterford Pointe Apartments, Inc., a Florida corporation, as general partner of Waterford Pointe Apartments, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this / day of June, 2000.

Notary Public

State of Florida at Large My Commission Expires:

MELISSA BEAVER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # C0911223
EXPIRES 2/16/2004
BONDED THRU ASA 1-888-NOTARY1