

Berman Wolfe Rennert Vogel & Mandler, P.A.

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BWRV&M

April 11, 2000

Terry Knox
Legal Assistant
E-mail tknox@bwr-law.com

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VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
Attention Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: Clipper Cove Associates, Ltd.

Dear Sirs/Madam:

In connection with the above referenced limited partnership, enclosed please find the original Supplemental Affidavit of Capital Contribution and Amendment to Certificate of Limited Partnership along with our firm's trust account check in the amount of \$1,855.00 representing (1) the maximum filing fee for the Supplemental Affidavit (\$1,750.00); (2) filing fee for the Amendment (\$52.50); and (3) the filing fee to obtain a complete certified copy (\$52.50). Please return the certified copies in the enclosed Federal Express envelope.

Should you have any questions, please call me at (305) 375-6595.

Thanks very kindly,

Very truly yours,

BERMAN WOLFE RENNERT VOGEL &
MANDLER, P.A.

Terry Knox
Legal Assistant

Name Availability	
Document Examiner	Enclosures DCC
Updater	cc: Leon J. Wolfe, Esq. Shamira Klein, Esq.
Updater Verifier	DCC
Acknowledgement	DCC
C. P. Verifier	DCC

C. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY 52.50
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLIPPER COVE ASSOCIATES, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, this Florida limited partnership adopts the following amendment to its certificate of Limited Partnership:

1. The name of the limited partnership is **CLIPPER COVE ASSOCIATES, LTD.**
2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State's Office on October 13, 1999.

3. In furtherance of its purposes, the Partnership is, at its expense, by and through the General Partner, hereby authorized:

- (a) To acquire by the real property upon which a multi-family apartment complex consisting of approximately 176-units located in Hillsborough County, Florida and to be known as the Clipper Cove Apartments (said property referred to as the "Project") will be developed, used and operated.
- (b) To acquire, construct, operate, maintain, finance and improve, and to own, sell, convey, assign, mortgage or lease the Project.
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Partnership and to secure the same by

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TALLAHASSEE, FLORIDA

mortgage, deed of trust, security interest, pledge or other lien on the Project or any other assets of the Partnership.

(d) To prepay in whole or in part, refinance, refund, renew, recast, increase, modify or extend any indebtedness and in connection therewith to execute any extensions, renewals, or modifications of such indebtedness.

(e) To employ any Person, including any Affiliate, to perform services for, or to sell goods to, the Partnership and to pay for such goods and services.

(f) To execute any and all notes, mortgages and security agreements in order to secure loans from any lender and any and all other documents required by any lender in connection with any indebtedness and the acquisition, construction, rehabilitation, repair, development, improvement, maintenance and operation of the Project.

(g) To execute leases of the apartment units in the Project.

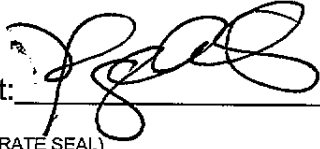
(h) To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the Project, so long as said activities and contracts may be lawfully carried on or performed by a partnership under the laws of the State.

Wherefore, the undersigned have executed this Amendment to the Certificate of Limited Partnership as of the 15th day of March, 2000.

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TALLAHASSEE, FLORIDA

Attest: _____

(CORPORATE SEAL)

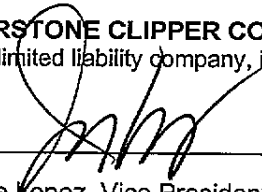


GENERAL PARTNER:

CORNERSTONE CLIPPER COVE, L.L.C.,
a Florida limited liability company, its general
partner

By: _____

Jorge Lopez, Vice President



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