

JUL-02-2004 11:44

Division of Corporations

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P.01

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Florida Department of State  
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**LIMITED PARTNERSHIP AMENDMENT**

**MERRY LAND DOWNRETT I LP**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**CB**  
**7-6-04**

**CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF**

MERRY LAND DOWNREIT I LP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows:

SEE ATTACHED

  
(Signature of a General Partner)

Jo Ann Pohl-Moran, Assistant Secretary of Equity Residential,

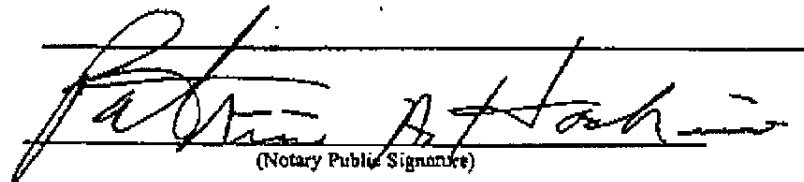
(Typed or printed name of General Partner signing above)

GP of ERP Operating Limited Partnership, sole member of  
STATE OF ILLINOIS EQR-The Waterford at Orange Park, L.L.C.

COUNTY OF COOK

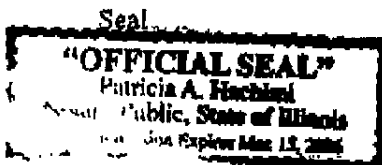
On this 1st day of July, Jo Ann Pohl-Moran personally  
appeared before me,

- ☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

Patricia A. Hachimi

(Notary's Printed Name)



My Commission Expires:  
March 15, 2006

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The amendment to the certificate of limited partnership is as follows:

**Remove the following General Partner:**

Merry Land Apartment Communities, Inc.  
Two N. Riverside Plaza  
Chicago, Illinois 60606

**Add the following as General Partners:**

EQR-The Waterford at Orange Park, L.L.C., a Delaware limited liability company  
Two N. Riverside Plaza  
Chicago, Illinois 60606

and

EQR-The Waterford at Orange Park, Inc., an Illinois corporation  
Two N. Riverside Plaza  
Chicago, Illinois 60606

The mailing address of the limited partnership is Two N. Riverside Plaza, Chicago, Illinois 60606.

Signed this 1<sup>st</sup> day of July 1, 2004

EQR-The Waterford at Orange Park, L.L.C., an  
Delaware limited liability company

By: ERP Operating Limited Partnership, an Illinois  
limited partnership, its sole member

By: Equity Residential, a Maryland real estate  
Investment trust, its General Partner

By:

Name: Jo Ann Pohl-Moran  
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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