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LIMITED PARTNERSHIP AMENDMENT

JEFFERSON PEMBROKE, L.P.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 27, 2001

MARIA GOLDMAN

SUBJECT: JEFFERSON PEMROKE, L.P.
REF: H01000108687

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Letter Number: 101A00062884

Basic Amnd.
Limited Partnership
Amnd.
Contributions?
tab over
or pwt \$1.00

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

JEFFERSON PEMBROKE, L.P.
(Name currently on file with Florida Department 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:

Item 1. Name of Limited Partnership: Windsor at Pembroke Cay Limited Partnership

Item 9. Name of General Partner:

Windsor Realty Fund-III B Investors Corporation

F-653a
Street Address of General Partner:
600 Atlantic Avenue, Suite 2000
Boston, MA 02210

Item 10. Office where names, addresses and contributions of Limited Partners are kept:
600 Atlantic Avenue, Suite 2000, Boston, MA 02210

Item 12. Mailing address of Limited Partnership:
600 Atlantic Avenue, Suite 2000, Boston, MA 02210

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 27

WINDSOR AT PEMBROKE CAY
LIMITED PARTNERSHIP

By: WINDSOR REALTY FUND-III B
INVESTORS CORPORATION,
Its General Partner

[Signature]

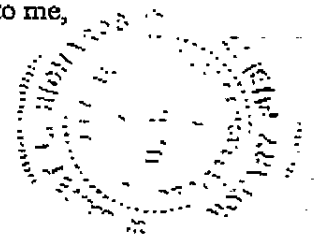
By: Robert E. DeWitt, President

State of Massachusetts
County of Suffolk

On this *17th* day of October, 2001, Robert E. DeWitt, who is personally known to me,
appeared before me,

[Signature]
Notary Public

Janet L. Richards
Notary Public
My commission expires:
September 3, 2004



MLAV73926.1

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