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BASIC AMENDMENT

WATERFORD POINTE APARTMENTS, INC.

Certificate of Status	0
Certified Copy	1
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Amendment
6-9-00 DC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WATERFORD POINTE APARTMENTS, INC.**

The undersigned, the Chief Executive Officer of WATERFORD POINTE APARTMENTS, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is WATERFORD POINTE APARTMENTS, INC.
2. The Articles of Incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following Article III in its place and stead:

Article III - Authorized Shares.

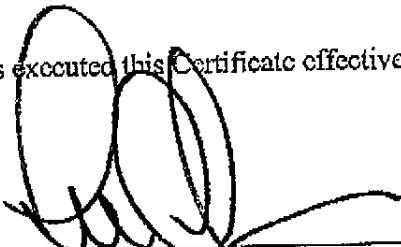
The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred one thousand (101,000) shares of common stock having a par value of \$0.01 per share, of which one thousand (1,000) shares shall be designated as Voting Common Stock and one hundred thousand (100,000) shares shall be designated as Non-Voting Common Stock.

All shares of stock of the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.

3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous written consent of the shareholders of the Corporation effective on June 6, 2000.

4. The Amendment was approved by unanimous consent of all of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective this 6th day of June, 2000.



Lee Chira, Chief Executive Officer

Attorney Name: Randal M. Allgood, P.A.
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