Division of Corporations

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LIMITED PARTNERSHIP AMENDMENT

TIMBERWALK, LTD.

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Corporate Filing

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 20, 2000

TIMBERWALK, LTD. 9200 SOUTH DADELAND BLVD., STE. 500 MIAMI, FL 33156

SUBJECT: TIMBERWALK, LTD. REF: A00000000036

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NO.: H00000038214

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF TIMBERWALK, LTD.

TIMBERWALK, LTD., a Florida limited partnership (the "Limited Partnership"), amends its Certificate of Limited Partnership heretofore filed and states:

- The name of the Limited Partnership is TIMBERWALK, LTD..
- The Certificate of Limited Partnership was filed on December 28, 1999.
- Paragraph 7 of the Certificate of Limited Partnership is amended to reflect that EquityLine Timberwalk, Inc., a Delaware corporation ("Timberwalk") and sole general partner of the Limited Partnership merged with and into SAS Apartments, Inc., a Florida corporation (now known as "EquityLine Properties, Inc."). Accordingly, the name and address of the general partner is as follows:

EquityLine Properties, Inc. 9200 South Dadeland Boulevard Suite 500 Miami, Florida 33156

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereo faild that the facts stated herein are true and correct.

Executed at Miami, Miami-Dade County, Florida, this 19th day of July, 2000.

TIMBERWALK, LTD., a Florida limiter opartnership

By: EQUITYLINE PROPERTIES INC., a Florida corporation, general partner

Edgar Dewis, Authorized Representative

FAX AUDIT NO .: H00000038 219

FAX AUDIT NO.: H00000038 Z 9

STATE OF FLORIDA	.)
)SS
COUNTY OF MIAMI-DADE	- }

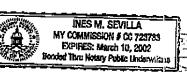
The foregoing instrument was acknowledged before me this 19th day of July, 2000, by Edgar Lewis, as Authorized Representative of EquityLine Properties, Inc., a Florida corporation, the general partner of TIMBERWALK, LTD., a Florida limited partnership, on behalf of the limited partnership. He is __personally known to me or __ has produced a Florida driver's license or __ has produced _____ as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Name:

[NOTARIAL SEAL]

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