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ACCOUNT NO. : 072100000032

REFERENCE : 658051 161599A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 157.50

ORDER DATE : April 11, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 658051-015

000003204360--6

CUSTOMER NO: 161599A

-04/11/00--01114--007

***157.50 ***157.50

CUSTOMER: Daryl B. Cramer, Esq
Daryl B. Cramer, P.a.
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

DOMESTIC AMENDMENT FILING

NAME: COLLEGE STATION APARTMENTS,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY QUANTITY (2) *****
LATEST RESTATED AND SUBSEQUENTLY FILED DOC
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 11 PM 5:28

RECEIVED
00 APR 11 PM 2:23
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 4/11/00

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COLLEGE STATION APARTMENTS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 11 PM 5:28

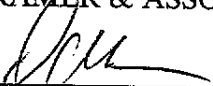
Pursuant to Section 620.109, Florida Statutes, **COLLEGE STATION APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership") hereby amends and restates, in its entirety, its Certificate of Limited Partnership originally filed with the Florida Department of State on March 13, 2000, as follows:

1. The name of the limited partnership is "College Station Apartments, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2051.
7. The name and business address of the general partner is as follows:

College Station Apartments, Inc.
c/o Daryl Cramer & Associates, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

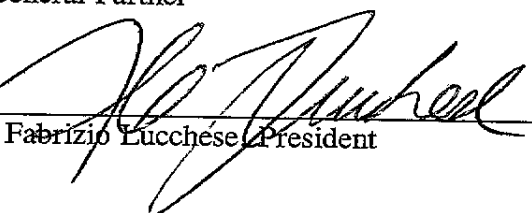
DARYL CRAMER & ASSOCIATES, P.A.

By: 
Daryl B. Cramer, its President, Registered Agent

FILED
CLERK OF COURT
APR 11 PM 5:28

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed on this 7 day of April, 2000 and is being filed in accordance with Section 620.109, Florida Statutes.

COLLEGE STATION APARTMENTS, INC.,
as General Partner

By: 
Fabrizio Lucchese, President