

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Tallahassee, Florida 32301
(850) 224-8870 • 1-800-345-0065 • Fax (850) 224-1212

A00600000 958

Quality Housing Partners

No. 116 LP

6000006877766--7

CORP AMND

AMENDMENT
FILED AT NO
CHARGE TO
CORRECT SUFFIX ERROR
MADE ON ORIGINAL

Signature _____
Requested by: SK
Name _____
Walk-In _____
Will Pick Up _____
PER BT

FILED
02 JUN -2 PM 1:53
RECEIVED
02 JUN 10 AM 11:00
DIVISION OF CORPORATE INFORMATION
TALLAHASSEE, FLORIDA
BK

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Fictitious Name _____
Corporate Seal _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
BK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 10, 2002

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: QUALITY HOUSING PARTNERS NO. 16 LP
Ref. Number: A00000000958

FILED
02 AUG -2 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for QUALITY HOUSING PARTNERS NO. 16 LP and check(s) totaling \$837.50. However, your check(s) and document are being returned for the following:

Please note that a total of \$926.25 is required to file the 2002 UBR. There is a MAXIMUM UBR FEE of \$437.50, a required supplemental fee of \$88.75, and a late fee of \$400.00.

So please return your 2002 UBR with a TOTAL of \$926.25.

ALSO, we need to correct an error made by the Division of Corporations on June 13, 2000, when we filed your original limited partnership certificate.

Under our law, Florida limited partnerships cannot use the suffix "LP". Florida limited partnerships must use LTD., LIMITED, or LIMITED PARTNERSHIP.

And we must now request that you file an AMENDMENT along with the 2002 UBR to change the name of the limited partnership so that it will now end in LTD., LIMITED, or LIMITED PARTNERSHIP.

Because we should not have allowed you to use LP in the first place, THERE WILL BE NO CHARGE for the filing of your amendment. An amendment form is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 702A00038079

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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

RECEIVED
02 AUG -2 PM 12:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
QUALITY HOUSING PARTNERS NO. 16 LP**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on June 13, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

First: Article 1 of the certificate of limited partnership is amended to read as follows: The name of the Partnership is Quality Housing Partners No. 16 Ltd.

Second: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

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

IN WITNESS WHEREOF, the undersigned has executed this certificate on July 18, 2002.

Witnesses:

Maryellen J. Judd
Mary T. Memey

Quality Housing Partners No. 16 General Corp.

By:

[Signature]
Gary Reynolds, its Vice President

STATE OF
COUNTY OF

Alabama
Madison

The foregoing instrument was acknowledged before me on July 18, 2002, by Gary Reynolds as Vice President of Quality Housing Partners No. 16 General Corp. He is personally known to me and did take an oath.

Mary T. Memey
Notary Public

My Comm. Expires: 9-2-2003

FILED
NOV - 2 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QUALITY HOUSING PARTNERS NO. 16 LP

THIRD AMENDMENT TO AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP

THIS THIRD AMENDMENT TO AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP ("Amendment"), dated as of July 18, 2001, by and among QUALITY HOUSING PARTNERS NO. 16 GENERAL CORP., a Florida corporation, as General Partner, RELATED CORPORATE PARTNERS XVII, L.P., a Delaware limited partnership, as Limited Partner, and RELATED CORPORATE XVII SLP, L.P., a Delaware limited partnership, as Special Limited Partner.

W I T N E S S E T H:

WHEREAS, QUALITY HOUSING PARTNERS NO. 16 GENERAL CORP., a Florida corporation, as General Partner, RCC CREDIT FACILITY, L.L.C., a Delaware limited liability company, as Limited Partner, and RELATED DIRECT SLP LLC, a Delaware limited liability company, as Special Limited Partner previously entered into that certain Amended and Restated Agreement of Limited Partnership dated as of February 1, 2001 (the "Partnership Agreement") amended twice; and

WHEREAS, the Uniform Act requires that the name of all limited partnerships in the State end with "Ltd." or "limited partnership" and not "LP;"

WHEREAS, the Partners desire to make an amendments to the Partnership Agreement to change the name of the Partnership to end in "Ltd.;"

NOW, THEREFORE, the parties hereto agree that the Partnership Agreement is hereby amended as follows:

1. The name of the Partnership is hereby changed to Quality Housing Partners No. 16 Ltd.
2. Capitalized terms not defined herein shall have the meaning provided in the Partnership Agreement.
3. Except as modified hereby, the Partnership Agreement remains in full force and effect.
4. This Agreement may be signed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Amendment has been duly executed as of the day and year first above written.

GENERAL PARTNER

Quality Housing Partners No. 16 General Corp.

By: _____

Gary Reynolds, Vice President

LIMITED PARTNER

RELATED CORPORATE PARTNERS XVII, L.P., a
Delaware limited partnership

By: RCC ASSET MANAGERS XVII, L.L.C.,
a Delaware limited liability company
Its General Partner

By: _____

Name: _____

Title: _____

SPECIAL LIMITED PARTNER

RELATED CORPORATE XVII SLP, L.P., a Delaware
limited partnership

By: RCC ASSET MANAGERS XVII, L.L.C.,
a Delaware limited liability company
Its General Partner

By: _____

Name: _____

Title: _____

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TALLAHASSEE, FLORIDA