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LIMITED PARTNERSHIP AMENDMENT

FWB MAGNOLIA POINTE, LTD.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$113.75

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**THIRD AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
FWB MAGNOLIA POINTE, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of FWB MAGNOLIA POINTE, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is FWB MAGNOLIA POINTE, LTD.
2. The date of the filing of the original Certificate of Limited Partnership of the Partnership was February 5, 2001, as amended by that certain Certificate of Amendment to Certificate of Limited Partnership filed on March 28, 2003, as further amended by that certain Second Amendment to Certificate of Limited Partnership filed on November 25, 2003 (collectively, the "Certificate").

3. A new Paragraph 6 is hereby added to the Certificate as follows:

6. So long as there certain \$7,130,000 Florida Housing Finance Corporation Multifamily Mortgage Revenue Bonds (Magnolia Pointe Apartments) Series 2004 J (the "Bonds") are outstanding, the Partnership shall:

(a) not engage in any business or activity other than the acquisition, development, construction, ownership and operation of a multifamily residential rental property located in Okaloosa County, Florida and known as "Magnolia Pointe Apartments" as more specifically set forth in the Amended and Restated Agreement of Limited Partnership of FWB Magnolia Pointe, Ltd. dated as of June 1, 2004 (the "Partnership Agreement"); or

(b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Partnership Agreement or the documents evidencing or securing the Bonds; or

(c) violate or fail to comply with the covenants to maintain its identity as an entity separate from any other person or entity as set forth in the Partnership Agreement.

The undersigned have hereunto set their hands effective as of June 10, 2004.

**GENERAL PARTNER:**

**CHP MAGNOLIA POINTE, LLC, a**  
Florida limited liability company

By: Capitol Housing Partners, LLC, a  
Georgia limited liability company, its Manager

By:   
C. Breck Kean, Manager