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LIMITED PARTNERSHIP AMENDMENT

FWB MAGNOLIA POINTE, LTD.

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**SECOND 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 all of the general partners 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 with the Secretary of the State of Florida (the "Filing Office") was February 5, 2001, an amendment to which was filed with the Filing Office on March 28, 2003 (the "Certificate").
3. 2002 CDC Manager, LLC, a Georgia limited liability company has assigned all of its general partner interest in the Partnership to CHP Magnolia Pointe, LLC pursuant to an Assignment of General Partner Interest dated as of the date hereof and has withdrawn from the Partnership. The Certificate of Limited Partnership, therefore, must be amended to reflect CHP Magnolia Pointe, LLC as the Partnership's sole general partner.
4. Paragraph 3 is hereby deleted in its entirety and the following substituted in lieu thereof:

- "3. The name and business address of the General Partner is:

CHP MAGNOLIA POINTE, LLC, a Florida limited liability company
241 Peachtree Street, Suite 300
Atlanta, Georgia 30303

The undersigned have hereto set their hands and seals effective as of the 20th day of November, 2003.

REMAINING GENERAL PARTNER:

CHP MAGNOLIA POINTE, LLC, a Florida
limited liability company

By: Capital Housing Partners, LLC, a Georgia
limited liability company, its sole member

By: [Signature]
Name: C. Brock Hain
Title: Manager

[Signature of withdrawing general partner on next page]

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WITHDRAWING GENERAL PARTNER:

2002 CDC MANAGER, LLC,
a Georgia limited liability company

By: CDC Manager, Inc., a Georgia corporation,
its Managing member

By: [Signature]
Name: Mike Hurst
Title: Vice President

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