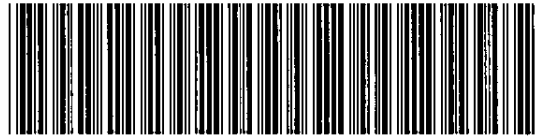


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And Boston **DATE**
AUTHORIZATION BY PHONE TO
CORRECT 620.1202 + amend. dates
DATE 2/25/08
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Office Use Only

620.1202
2/19/02 ✓
6/25/02 ✓
6/25/03 ✓

FF \$52.50

B. Tadlock FEB 26 2008



MORRIS, MANNING & MARTIN, LLP
ATTORNEYS AT LAW

February 22, 2008

Scot Burton
404-495-3625
sxb@mmmlaw.com
www.mmmlaw.com

VIA FEDERAL EXPRESS

Brenda Tablock
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: Filing of Certificate of Amendment to Certificate of Limited Partnership of
La Mirada Gardens, Ltd.

Dear Brenda:

Per our discussion, enclosed please find the executed Certificate of Limited Partnership of La Mirada Gardens, Ltd. evidencing the withdrawal of CHP La Mirada, LLC ("CHP") and executed by CHP on February 15, 2005, and further executed by the two continuing general partners listed in the first paragraph. CHP executed this document and was subsequently administratively dissolved.

You have advised me that you will accept this filing without the necessity to reinstate CHP. Thank you for your assistance with this matter. You may direct the filed document to my attention at the below listed address. Enclosed please find a check in the amount of \$52.50 to cover the cost of the filing.

Thank you very much for your time and consideration. Please do not hesitate to contact me if you have any additional questions.

Best regards,

Scot Burton

SXB:aw
Enclosure

Atlanta
404.233.7000

1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326-1044
Fax: 404.365.9532

With offices in

Washington, D.C.
Charlotte, North Carolina

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LA MIRADA GARDENS, LTD.**

Pursuant to the provisions of section 620.1202, Florida Revised Uniform Limited Partnership Act (1986, as amended), this Florida limited partnership, whose certificate was filed with the Florida Secretary of State on February 20, 2001, and amended on February 19, 2002, June 25, 2002, and June 25, 2003, adopts the following certificate of amendment to its certificate of limited partnership.

First: The Certificate of Limited Partnership is amended as follows:

Paragraph 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

“The names and business addresses of the general partners are as follows:

- a. 98-02 CDC Manager, L.L.C.
50 Hurt Plaza, Suite 300
Atlanta, Georgia 30303
- b. Germaine ~~Company~~ II La Mirada, Inc., a Florida corporation
204 West 13th Street
Bradenton, Florida 34205”

08 FEB 25 PM 3:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

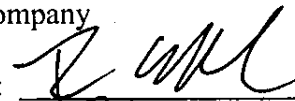
Second: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State

Third: IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership this 15th day of February 2005.

WITHDRAWING GENERAL PARTNER:

CHP LA MIRADA, LLC, a Florida limited liability company

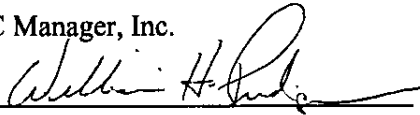
By: Capitol Housing Partners, LLC, a Georgia limited Liability Company

By: 
Name: Robin E. Delmer
Its: Manager

CONTINUING GENERAL PARTNERS:

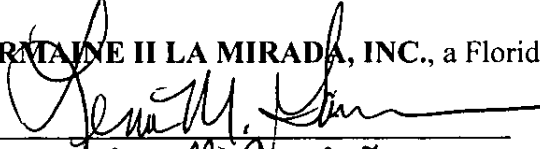
98-02 CDC MANAGER, L.L.C., a Georgia limited liability company

By: CDC Manager, Inc.

By: 
William H. Pridgen, President

CONTINUING GENERAL PARTNERS:

GERMAINE II LA MIRADA, INC., a Florida corporation

By: 
Name: Lena M. Gainer
Title: President