

Division of Corporations

Page 1 of 2

A010000000361

Florida Department of State
Division of Corporations
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AL**LIMITED PARTNERSHIP AMENDMENT****KERRYBROOKE APARTMENTS LTD.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
KERRYBROOKE APARTMENTS LTD.**

The undersigned, Edgar Lewis, Authorized Representative of EQUITYLINE PROPERTIES, INC., the General Partner of KERRYBROOKE APARTMENTS LTD., a Florida limited partnership (the "Partnership"), filed on March 13, 2001 and registered under document number A01000000361, hereby certifies:

1. The name of this partnership is KERRYBROOKE APARTMENTS LTD. The General Partner is Equityline Properties, Inc.
2. Pursuant to Section 620.109 of the Florida Statutes, Article I is hereby amended to reflect a change with the Partnership's name to PARK MEADOWS APARTMENTS LTD. Accordingly, the first sentence of Article I is hereby amended to read as follows:

"The name of the limited partnership is **PARK MEADOWS APARTMENTS LTD.** (the "Partnership")."

3. Pursuant to Section 620.109 of the Florida Statutes, Article III is hereby amended to reflect a change of the general partner to EQUITYLINE FINANCIAL GROUP, INC. Accordingly, the first sentence of Article III is hereby amended to read as follows:

"The name and address of the General Partner is:

EQUITYLINE FINANCIAL GROUP, INC.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156"

4. Except as above amended hereby, the Certificate of Limited Partnership of the Partnership, as filed with the Florida Department of State, shall remain in full force and effect.
5. The foregoing amendment was duly approved on December 13, 2001, by the General Partner of the Partnership.

THIS DOCUMENT PREPARED BY:

Edgar Lewis, Esq.
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IN WITNESS WHEREOF, the undersigned, as General Partners of the Partnership, has duly executed this Amendment to the Certificate of Limited Partnership this 13 day of December, 2001.

CURRENT GENERAL PARTNER:
EQUITYLINE PROPERTIES, INC., a Florida corporation.


Robert E. Spielman, President

NEW GENERAL PARTNER
EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation.


Robert E. Spielman, President

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