

A01000000882

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Fax Number : (850) 617-6383

From:
Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

GOODBREAD HILLS, LTD.

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|-----------------------|----------|
| Certificate of Status | 0 |
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**FIFTH CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOODBREAD HILLS, LTD.**

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited partnership, whose Certificate of Limited Partnership ("Certificate") was filed with the Florida Department of State on July 3, 2001, and assigned Florida document number A01000000882, adopts the following amendments to its Certificate.

1. Articles 2, 3 and 5 of the Certificate are deleted in their entirety and replaced as follows:

- "2. The office and principal place of business for the Partnership currently is:

2940 Grady Road
Tallahassee, Florida 32312

3. The name and address of the agent for service of process of the Partnership are:

Claudette Cromartie
2940 Grady Road
Tallahassee, Florida 32312

5. The mailing address of the Partnership is

2940 Grady Road
Tallahassee, Florida 32312

2. PHG - GOODBREAD, LLC, a Florida limited liability company, is hereby removed as a general partner of the limited partnership and the sole general partner of the limited partnership is, by virtue of this Fifth Certificate of Amendment, TALLAHASSEE HOUSING PROFESSIONALS, LLC, a Florida limited liability company.

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This Fifth Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

Date: July 29, 2008.

General Partner:

TALLAHASSEE HOUSING
PROFESSIONALS, LLC
a Florida limited liability company

By: Emory Mayfield, Jr.
Print Name: Emory Mayfield, Jr.
Title: Chairman

Dissociating General Partner:

PHG - GOODBREAD, LLC
a Florida limited liability company

By: _____
Print Name: _____
Title: _____

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this Fifth Certificate of Amendment, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 620, F.S.

Claudette Cromartie
Claudette Cromartie

This Fifth Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

Date: July __, 2008.

General Partner:

TALLAHASSEE HOUSING
PROFESSIONALS, LLC
a Florida limited liability company

By: _____
Print Name: _____
Title: _____

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Dissociating General Partner:

PHG - GOODBREAD, LLC
a Florida limited liability company

By: David O. Deutch
Print Name: David O. Deutch
Title: Vice President

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this Fifth Certificate of Amendment, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 620, F.S.

Claudette Cromartie