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Florida Department of State
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DIVISION OF CORPORATION

P/LEP AMENDMENT/RESTATEMENT/CORRECTION

PALM BEACH APARTMENT ASSOCIATES, LTD.

Certificate of Status	0
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Page Count	04
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J. BRYAN OCT. 13 2006

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SECRETARY OF CORPORATIONS
06 OCT 13 AM 11:09

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Palm Beach Apartment Associates, Ltd.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on March 14, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)
The Prudential Insurance Company of America, limited partner ("Prudential"), has acquired all of the general partner interest of EPI-Palm Beach Equity, Inc. and as a result EPI-Palm Beach Equity, Inc. has withdrawn as a general partner.

Concomitantly with the withdrawal, Prudential - Palm Beach LLC (remaining general partner) and Prudential agreed to convert the entire interest of Prudential to a limited partner interest.

Withdrawing General Partner: EPI-Palm Beach Equity, Inc. (#F02000028189)

Sole Remaining General Partner: Prudential - Palm Beach LLC (#M02000000702)

Sole Remaining Limited Partner: The Prudential Insurance Company of America (#B00142)

Also see attached for additional amendments.

SECOND: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership document, all general partners must sign the amendment.)

Prudential - Palm Beach LLC

By: Todd Hillyer

Vice President of

Prudential Insurance Company of America, Member

Signature(s) of new or dissociating general partner(s), if any:

EPI-Palm Beach Equity, Inc.

By: _____

Filing Fee: 352.50
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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Palm Beach Apartment Associates, Ltd.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on March 14, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)
The Prudential Insurance Company of America, limited partner ("Prudential"), has acquired all of the general partner interest of EPI-Palm Beach Equity, Inc. and as a result EPI-Palm Beach Equity, Inc. has withdrawn as a general partner.
Concurrently with the withdrawal, Prudential - Palm Beach LLC (remaining general partner) and Prudential agreed to convert the entire interest of Prudential to a limited partner interest.
Withdrawing General Partner: EPI-Palm Beach Equity, Inc. (#P02000028183)
Sole Remaining General Partner: Prudential - Palm Beach LLC (#M02000000702)
Sole Remaining Limited Partner: The Prudential Insurance Company of America (#B00142).

Also see attached for additional amendments.

SECOND: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)


Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

Prudential - Palm Beach LLC By: _____

Signature(s) of new or dissociating general partner(s), if any:

EPI-Palm Beach Equity, Inc. By: _____


Kyle D. Ryan
Vice President

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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**ATTACHMENT TO
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM BEACH APARTMENT ASSOCIATES, LTD.**

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FIRST -- continued:

Business Address is changed to: 8 Campus Drive, 4th Floor, Parsippany, New Jersey 07054.

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