

MAR. 17. 2009 12:10PM

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NO. 977 P. 1/4

A0200000453
Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

FINLAY INTERESTS MT 2, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

C. LEWIS

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FINLAY INTERESTS MT 2, 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 27, 2002, assigned Florida document number A02000000453 adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

(New name must be distinguishable and contain an acceptable suffix.)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:
(Must be STREET address)

6100 Center Drive, Suite 800
Los Angeles, CA 90045

New Mailing Address:
(May be post office box)

4582 S. Ulster Street Pkwy., Suite 1100
Denver, CO 80237

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

(Enter Florida street address)

_____, Florida _____

(City)

(Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(If Changing Registered Agent, Signature of New Registered Agent)**D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	Finlay Interests MT GP 2, LLC	4300 Marsh Landing Blvd. Suite 101 Jacksonville, FL 32250	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
GP	AIMCO Capital Tax Credit L. Inc.	6100 Center Drive, Suite 800 Los Angeles, CA 90045	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)


F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

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.)

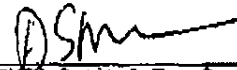
Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)



AIMCO Capital Tax Credit I, Inc.
By: Derek S. McCandless, Sr. Vice Pres.

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



AIMCO Capital Tax Credit I, Inc.
By: Derek S. McCandless, Sr. Vice Pres.

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