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DIVISION OF CORPORATION

**LIMITED PARTNERSHIP AMENDMENT**

**ST. ANDREWS AT KINGS POINT, TAMARAC, LTD.**

Certificate of Status	0
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Estimated Charge	\$52.50

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**AMENDMENT AND RESTATEMENT  
OF  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**ST. ANDREWS AT KINGS POINT, TAMARAC, LTD.**  
(a Florida Limited Partnership)

- FIRST:** The Certificate of Limited Partnership was filed on November 26, 2002 and assigned document number A02000001568.
- SECOND:** The following amendment(s) to the Certificate of Limited Partnership was/were adopted by the limited partnership:
- SEE ATTACHED Amended and Restated Certificate of Limited Partnership**

Dated: October 15<sup>th</sup>, 2004.



Signature of a partner or authorized representative of a partner  
CHRISTOPHER T. NOLAN

EXECUTIVE VICE PRESIDENT

Typed or printed name of signer

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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

**ST. ANDREWS AT KINGS POINT, TAMARAC, LTD.,  
a Florida limited partnership**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned, being the sole general partner and sole limited partner of St. Andrews at Kings Point, Tamarac, Ltd., hereby duly execute and file with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership.

1. Name:

The name of the limited partnership is: St. Andrews at Kings Point, Tamarac, Ltd., a Florida limited partnership (the "Limited Partnership").

2. Address:

The business address and the mailing address of the Limited Partnership are: 9200 E. Paprosima Circle, Suite 400, Englewood, Colorado 80112.

3. Registered Agent:

The name and address of the registered agent for service of process required by §520.105 of the Florida Statutes are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

4. Acceptance of Appointment of Registered Agent:

*Having been named the statutory registered agent of St. Andrews at Kings Point, Tamarac, Ltd., at the place designated in this Certificate of Limited Partnership of St. Andrews at Kings Point, Tamarac, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.102 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.*

By: Hiedi M. Lisch  
Name: Hiedi M. Lisch, Asst Secy.  
Title: Registered Agent

5. General Partner:

The name and address of the sole general partner of the Limited Partnership are: AMERITON Properties Incorporated, Six Piedmont Center, Atlanta, Georgia 30305

F99-717

6. Limited Partner:

The name and address of the sole limited partner of the Limited Partnership are:  
API Multifamily Properties I LLC, Six Piedmont Center, Atlanta, Georgia 30305

7. Dissolution:

The latest date upon which the Limited Partnership is to dissolve is December 31,  
2052.

*[Signature page follows]*

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IN WITNESS WHEREOF, the sole general partner and the sole limited partner have executed the foregoing Amended and Restated Certificate of Limited Partnership on the 15<sup>th</sup> day of October, 2004 in accordance with the Florida Statutes.

GENERAL PARTNER:

AMERITON Properties Incorporated, a Maryland corporation

By: [Signature]  
Name: CHRISTOPHER T. MOLAN  
Title: EXECUTIVE VICE PRESIDENT

LIMITED PARTNER:

API Multifamily Properties I LLC, a Delaware limited liability company

By: AMERITON Properties Incorporated, a Maryland corporation, its sole member

By: [Signature]  
Name: CHRISTOPHER T. MOLAN  
Title: EXECUTIVE VICE PRESIDENT

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