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M. BURR KEIM COMPANY

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LP/ELP AMENDMENT/RESTATEMENT/CORRECTION

BELMONT HEIGHTS ASSOCIATES PHASE III, LTD.

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

BELMONT HEIGHTS ASSOCIATES PHASE III, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 30, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

9. Admitted as Limited Partner: U.S.A. FUND XLIV BELMONT, LLC,
a Delaware limited liability company

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner: BELMONT-MICHAELS PHASE III CORP.

JOHN O'DONNELL Vice-President

Signature(s) of new general partner(s), if applicable:

N/A

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