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FROM: Florida Management Company

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A03000001463

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LIMITED PARTNERSHIP AMENDMENT

WILLOW LAKE APARTMENTS, LTD.

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

October 29, 2003

WILLOW LAKE APARTMENTS, LTD.
1535 PALM BEACH LAKES BLVD., STE. 1100
WEST PALM BEACH, FL 33401

SUBJECT: WILLOW LAKE APARTMENTS, LTD.
REF: A03000001463

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**STATEMENT OF QUALIFICATION FOR
WILLOW LAKE APARTMENTS, LLLP**

1. The name of the Florida limited partnership as identified in the records of the Florida Department of State is Willow Lake Apartments, Ltd. (Florida Document No. A03000001463).
2. Suffix adopted for the above name partnership is LLLP.
3. The street address of its chief executive office and principal office in Florida is:

1555 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401
4. The limited partnership hereby elects to be a limited liability limited partnership.
5. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.
6. The name and Florida street address of the partnership's agent for service of process is:

Willow Lake Operating, LLC
1555 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

Willow Lake Operating, LLC hereby accepts designation as Registered Agent for Service of Process for Willow Lake Apartments, LLLP.

By: 

E. Liwyd Ecclestone, Member

The execution of this statement as a partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

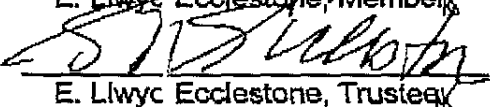
Signed this 27th day of October, 2003.

Signatures of TWO Partners:

Willow Lake Operating, LLC

By: 

E. Liwyd Ecclestone, Member



E. Liwyd Ecclestone, Trustee