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LIMITED PARTNERSHIP AMENDMENT  
RELIANCE-CYPRESS GROVE ASSOCIATES, LTD.

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RELIANCE-CYPRESS GROVE ASSOCIATES, LTD.**

Pursuant to the provisions of Section 620.109 of the Florida Statutes, RELIANCE-CYPRESS GROVE ASSOCIATES, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on October 23, 2003, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** Section 2 of the certificate is amended to read as follows:

2. The office and principal place of business for the Partnership currently is:

1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

**SECOND:** Section 3 of the certificate is amended to read as follows:

3. The name and address of the agent for service of process on the Partnership is:

Louise J. Allen, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
200 East Broward Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

**THIRD:** Section 4 of the certificate is amended to read as follows:

4. The name and address of the sole General Partner of the Partnership is:

Reliance-Cypress Grove, LLC  
1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

L03-40754

**FOURTH:** Section 5 of the certificate is amended to read as follows:

5. The mailing address of the Partnership is:

c/o Reliance-Cypress Grove, LLC  
1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

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**FIFTH:** The following is added after the end of Section 6 of the certificate:

7. So long as the Project (as defined herein) secures amounts due on the Bonds or amounts owing to AIG SunAmerica Life Assurance Company under the Reimbursement Agreement or any related document, the Partnership shall:

(a) not engage in any business or activity other than the lease, acquisition, rehabilitation, ownership and operation of a multifamily residential rental property located in the City of Lauderhill, Broward County, Florida and known as "Cypress Grove Apartments", (the "Project") as more specifically set forth in Article 17 of the Partnership Agreement; or

(b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Partnership Agreement, the documents evidencing or securing the Bonds and the Payment and Standby Purchase Agreement; or

(c) violate or fail to comply with the covenants to maintain its identity as an entity separate from any other person or entity as set forth in Article 17 of the Partnership Agreement and to obtain the consent of the persons required under Article 17 of the Partnership Agreement for certain actions of the Partnership.

**SIXTH:** This certificate of amendment shall be effective September 21, 2004.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as the sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: September 21<sup>st</sup> 2004

RELiance-CYPRESS GROVE, LLC, a  
Florida limited liability company, General  
Partner

By:   
Eugene E. Serra, Manager

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Louise J. Allen hereby accepts her appointment as registered agent for Reliance-Cypress Grove Associates, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: September 21<sup>st</sup> 2004

  
Louise J. Allen, Registered Agent

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