

OCT-03-2005 10:36

Ram Realty Services

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STATE OF FLORIDA
TALLAHASSEE

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DIVISION OF CORPORATIONS

**LIMITED PARTNERSHIP AMENDMENT
RESIDENCES AT MIDTOWN LIMITED PARTNERSHIP**

Certificate of Status	0
Certified Copy	1
Page Count	01
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2006 OCT -3 0 9:30

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

TALL... FLORIDA

Residences at Midtown Limited Partnership

(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 May 25, 2005, adopts the following certificate of amendment to its certificate of limited partnership.


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

Article 8 of the Certificate of Limited Partnership is hereby amended by deleting "Midtown GP, Inc." as the general partner and inserting "Residences at Midtown LLC, a Florida limited liability company", 3399 PGA Boulevard, Suite 450, Palm Beach Gardens, FL 33410, as general partner. LOS-94731

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

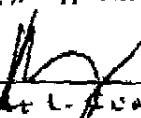
THIRD: Signature(s)

Signature of current general partner:

X 

Henry L. Cummings, President of Midtown GP, Inc.
a Florida corporation

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

X 

Henry L. Cummings, as President of Midtown GP, Inc.
a Florida corporation, General
Partner of Midtown Real Estate
Partners Limited Partnership, a
Florida limited partnership, sole
member and manager of Residences
at Midtown LLC, general partner

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