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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

FOX HOLLOW ASSOCIATES, LTD.

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
FOX HOLLOW ASSOCIATES, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), the undersigned, constituting the sole general partner of FOX HOLLOW ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is FOX HOLLOW ASSOCIATES, LTD.
2. The date of the filing of the Certificate of Limited Partnership of the Partnership was August 29, 2005 (the "Certificate").

3. A new Paragraph 6 is hereby added to the Certificate as follows:

"6. So long as those certain \$6,635,000 Florida Housing Finance Corporation Multifamily Mortgage Revenue Bonds 2006 Series B (Fox Hollow Apartments) (the "Bonds") are outstanding, the Partnership shall:

(a) not engage in any business or activity other than the acquisition, development, construction, ownership and operation of a multifamily residential rental property located in Orlando, Orange County, Florida and known as "Fox Hollow Apartments," as more specifically set forth in Section 4.5 of the Amended and Restated Agreement of Limited Partnership of the Partnership dated as of March 1, 2006 (the "Partnership Agreement"); or

(b) except as described in that certain Amended and Restated Agreement of Limited Partnership of Fox Hollow Associates, Ltd. dated as of March 1, 2006, not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Partnership Agreement or the documents evidencing or securing the Bonds; or

(c) not 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 Section 4.5 of the Partnership Agreement.

The undersigned have hereunto set their hands and seals effective as of March 17, 2006.

GENERAL PARTNER:

FOX HOLLOW MANAGEMENT, LLC, a Florida limited liability company

By: Enhanced Affordable Development Company, LLC, a California limited liability company, its sole member

By: 
Name: David Polan
Title: President