

A06000001265

Division of Corporations

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*** Please note - the new general partner is being filed today ***

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

FOREST CREEK - MEMPHIS, LLLP

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
FOREST CREEK-MEMPHIS, LLLP**

THIS CERTIFICATE OF AMENDMENT is made this 20th day of December, 2006, by the general partner of FOREST CREEK-MEMPHIS, LLLP (the "Partnership"). The undersigned certify as follows:

1. The name of the limited partnership is FOREST CREEK-MEMPHIS, LLLP.
2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on November 2, 2006.
3. The Partnership's initial general partner has withdrawn from the Partnership and has been replaced. Accordingly, Paragraph 4 of the Partnership's Certificate of Limited Partnership is hereby deleted and replaced as follows:

"4. The name and business address of the sole general partner is as follows:

Altman Forest Creek GP, LLC, 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432."

4. Paragraph 6 of the Partnership's Certificate of Limited Partnership is hereby deleted, and the Partnership hereby cancels its election to be a limited liability limited partnership. Accordingly, the Partnership will hereafter be known as "Forest Creek-Memphis Limited Partnership".

5. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

NEW GENERAL PARTNER:

Altman Forest Creek GP, LLC, a Florida limited liability company, general partner

By: 

Timothy A. Peterson, CFO

WITHDRAWING GENERAL PARTNER:

Apartment Development GP, LLC, a Florida limited liability company, withdrawing general partner

By: 

Timothy A. Peterson, CFO

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