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April 12, 2001

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Amendment

Gentlemen:

Enclosed please find completed Certificate of Amendment to Certificate of Limited Partnership for forty-six (46) limited partnerships and checks in the amount of \$52.20 each, representing the filing fee for each amendment.

If there are any questions, please feel free to contact me at (614) 575-5192.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Tamra L. Potts".

Tamra L. Potts
Vice President

TLP/jc
Enclosures

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CEDARWOOD APARTMENTS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Department of State on October 31, 1977, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST:

1. CRSI SPV 77, INC. is removed as a general partner of the limited partnership.
2. Lexford GP II, LLC, whose address is Two North Riverside Plaza, Suite 400, Chicago, Illinois 60606 is hereby added as an additional general partner of the limited partnership.

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:

LEXFORD GP II, LLC,
General Partner

By: 
Tamra L. Potts, Manager

LEXFORD PROPERTIES, L.P., General Partner

By: LEXFORD PARTNERS, L.L.C., its General Partner

By: 
Tamra L. Potts, Manager

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