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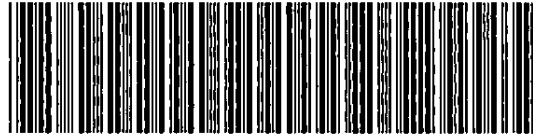
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2007

CORPROATE ACCESS, INC.

SUBJECT: GEM LAKE APARTMENTS, LTD.
Ref. Number: A07000000623

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We have received your document for GEM LAKE APARTMENTS, LTD. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

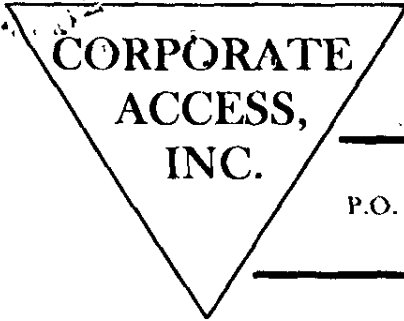
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A amendment

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DIVISION OF CORPORATIONS
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1.

Gem Lake Apartments, L+D.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**AMENDMENT TO AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GEM LAKE APARTMENTS, LTD.**

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This is an Amendment to the Affidavit and Certificate of Limited Partnership of Gem Lake Apartments, Ltd., a Florida limited partnership, pursuant to Florida Statutes Section 620.109. The Partnership's Certificate was originally filed on April 26, 2007 and assigned document number A07000000623.

The Affidavit and Certificate of Limited Partnership is amended as follows:

- FIRST:** **Welbourne Ave. Corp.**, a Florida corporation, hereby withdraws for all purposes as the General Partner of the Partnership, and assigns its partnership interest to the new General Partner set forth in Article Second below.
- SECOND:** The new General Partner is **Monroe Avenue Corporation**, a Florida corporation, and the mailing address of the General Partner is P.O. Box 350, Winter Park, Florida 32790-0350. *#P07000057159*
- THIRD:** By majority vote, the Limited Partners of the Partnership have agreed to continue the business of the limited partnership and have consented to the appointment of the new General Partner, as evidenced by their signatures on the attached Exhibit "A."
- FOURTH:** This certificate of amendment shall be effective at the time of its filing with the Florida Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of May, 2007.

WITHDRAWING GENERAL PARTNER:

WELBOURNE AVE. CORP., a Florida corporation

By: *Robert P. Saltsman*
Robert P. Saltsman, President

NEW GENERAL PARTNER:

MONROE AVENUE CORPORATION, a Florida corporation

By: *Laura Moa*
Laura Moa, President

Exhibit A

Consent of Limited Partners

The undersigned, constituting all of the Limited Partners of Gem Lake Apartments, Ltd., hereby consent to the Amendment to Affidavit and Certificate of Limited Partner of Gem Lake Apartments, Ltd. to which this Exhibit A is attached.

WESTSIDE PARTNERSHIP, LTD., a Florida limited Partnership

By: Winter Park Redevelopment Management Corp., a Florida corporation, General Partner

By: _____


Daniel B. Bellows, President


MICHAEL C. MAHER, TRUSTEE OF THE MICHAEL C. MAHER REVOCABLE TRUST U/A/D 3/13/01

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