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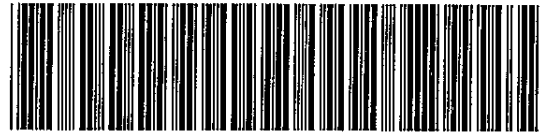
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Acknowledgement

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W. P. Verifier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

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May 6, 2003

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

Dear Sir or Madame:

Enclosed please find amendments to the partnership agreement of the following partnerships for filing with your office:

- Sandpiper Village, Ltd.;
- Hampton Court, Ltd.;
- Forest Hills Apartments, Ltd.;
- Fairfield Village, Ltd.;
- Cerny Village, Ltd.; and
- Brookside Village, Ltd.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have also enclosed our firm check in the amount of \$315.00 to cover the cost of filing.

Sincerely,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



Kimberly Cunningham, Legal Assistant
to Gary N. Strohauser

/kc
Encls.

SECOND AMENDMENT TO FIRST AMENDED AGREEMENT
AND FIRST AMENDED CERTIFICATE OF
LIMITED PARTNERSHIP OF CERNY VILLAGE, LTD.,
A FLORIDA LIMITED PARTNERSHIP

THIS SECOND AMENDMENT to First Amended Agreement and First Amended Certificate of Limited Partnership (the "Partnership Agreement") of Cerny Village, Ltd. (the "Partnership") by and among J.R.S. Equities, Inc., a Florida corporation ("J.R.S."), Richard B. Funk, an individual ("Funk"), and PMG, Inc., a Special Limited Partner ("PMG"), is made and entered into effective as of April 1, 2003. The original filing date of the original Certificate of Limited Partnership was September 13, 1979.

RECITALS

A. Whereas, the Partnership is the owner and operator of a multi-family housing project intended for rental to families of low- and moderate-income, located in Escambia County, Florida (the "Project"); and

B. Whereas, Funk, as one of the original General Partners, has elected to withdraw as a General Partner, effective April 1, 2003 and has further agreed to have his general partnership interest converted to that of a limited partner effective at the same time; and

C. Whereas, PMG, the Special Limited Partner, and J.R.S., the Sole Remaining General Partner, on behalf of themselves and on behalf of all limited partners, consent to the withdrawal of Funk as a General Partner and to the conversion of his general partnership interest to that of a limited partner

NOW THEREFORE, the Surviving General Partner, J.R.S., amends the Limited Partnership Agreement of Cerny Village, Ltd., a Florida limited partnership, as follows:

1. The Surviving General Partner declares that the recitals contained above are true and correct and constitute a part of this agreement.

2. The Surviving General Partner, J.R.S., declares that one of the General Partners, Funk, has withdrawn as a General Partner of the Partnership effective April 1, 2003 and that his withdrawal as a General Partner has been consented to and accepted by the Special Limited Partner, PMG, as is provided for in Article VI of the Partnership Agreement.

3. The Surviving General Partner, J.R.S., declares and gives notice that it, effective as of April 1, 2003, is the sole and remaining General Partner of the Partnership and as the sole remaining General Partner it does hereby elect to continue the Partnership and the business of the Partnership.

4. All parties hereto agree and acknowledge that the general partnership interest of Funk is converted to a limited partnership interest effective as of April 1, 2003.

5. The within amendment is made, executed and filed in accordance with and in compliance with the provisions of the Partnership Agreement. A copy of the consent of PMG is appended hereto.

6. Except as herein modified and amended, the terms and provisions of the above referenced First Amended Agreement and First Amended Certificate of Limited Partnership for Cerny Village, Ltd., as amended to date, shall remain in full force and effect as first written.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

30th IN WITNESS WHEREOF, the Surviving General Partner has executed this amendment this day of APRIL, 2003.

Patricia M. Vukobratovic
Law P. Duvany

J.R.S. EQUITIES, INC.,
a Florida corporation

By: *[Signature]*
Richard B. Funk, President

"SOLE GENERAL PARTNER"

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of April, 2003, by Richard B. Funk, President of J.R.S. Equities, Inc., who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal at Clearwater, State of Florida, County of Pinellas, the day and year last aforesaid.



My Commission Expires:

Mary A. Rohloff
Notary Public

[Signature]
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 12 AM 11:31

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JOINDER AND CONSENT

Funk does hereby join in and consent to the foregoing Second Amendment to First Amended Agreement and First Amended Certificate of Limited Partnership of Cerny Village, Ltd., a Florida limited partnership.

Patricia M. Vukobratovic
Law P. Duvany

[Signature]
Richard B. Funk, Limited Partner