



A08820

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4312639

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pigato

FILED
STATE OF FLORIDA
00 FEB 24 AM 10:12

ORDER DATE : February 23, 2000

ORDER TIME : 3:14 PM

ORDER NO. : 598265-005

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
One Rodney Square

100003146941--3

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME: BUENA VISTA REHABILITATION
ASSOCIATES, LTD.

EFFECTIVE DATE:

(5)

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

13/K

2/24/00

RECEIVED
00 FEB 24 PM 4:37
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDMENT TO
AMENDED AND RESTATED AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP OF
BUENA VISTA REHABILITATION ASSOCIATES, LTD.**

RECEIVED
OFFICE OF THE CLERK OF THE
00 FEB 24 AM 10:12
DEPARTMENT OF STATE

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc. ("RCFI") being the existing General Partner of Buena Vista Rehabilitation Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), and Related RS Associates I, L.P. being the existing Limited Partner of the Partnership, hereby execute and submit for filing with the Department of State, State of Florida, this Amendment to Amended and Restated Agreement and Certificate of Limited Partnership to read as follows:

1. The name of the Partnership is BUENA VISTA REHABILITATION ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate of Formation of Limited Partnership on April 23, 1980 with the Department of State, State of Florida and the Office of the Recorder Dad County, Florida on May 4, 1980. The Certificate of Formation of Limited Partnership was amended by the filing of an Amended to Certificate and Agreement of Limited Partnership filed February 17, 1981, the filing of a Second Amendment to Certificate of and Agreement of Limited Partnership on June 5, 1981, and the filing of a Third Amendment to Certificate and Agreement of Limited Partnership on January 11, 1985. An Amended and Restated Certificate and Agreement of Limited Partnership was entered into as of November 1, 1984 and filed with the Department of State, State of Florida on January 21, 1985, which was further amended by an Amendment to Certificate and Agreement of Limited Partnership dated June 21, 1985 (as amended, "Partnership Agreement").
3. SF General, Inc., a Delaware corporation ("SF General") is hereby admitted to the Partnership as an additional general partner, being designated as the Managing General Partner, and having the exclusive power and authority to act for and on behalf of the Partnership in accordance with the provisions of the Partnership Agreement. From and after the date hereof, SF General shall own a 0.49% interest in the Partnership and RCFI shall own a 0.51% interest in the Partnership. Related RS Associates I, L.P. shall continue to own a 99.0% interest in the Partnership.
4. From and after the date hereof, the office and principal place of business for the Partnership and the business address of the Managing General Partner shall be:

One Insignia Financial Plaza
Greenville, SC 29601

74720001937

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00 FEB 24 AM 10:12
OFFICE OF THE CLERK
OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

5. The name and address of the Agent for Service of Process of the Partnership is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

6. SF General hereby agrees to be bound by the provisions of the Amended Certificate and Agreement of Limited Partnership, as amended, and by the provisions of the Partnership Agreement.
7. Except as specifically amended herein, the provisions of the Amended Certificate and Agreement of Limited Partnership, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1 day of January, 1998.

EXISTING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: 
Name: **ANGEL HERNANDEZ**
Title: VICE - PRESIDENT

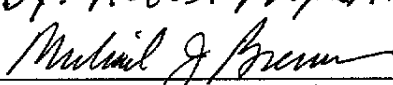
ADDITIONAL GENERAL PARTNER:

SF GENERAL, INC.

By: _____
Name:
Title:

LIMITED PARTNER:

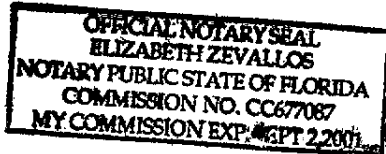
RELATED RS ASSOCIATES I, L.P.

By: August Properties Corp. I

Name: Michael J. Brenner
Title: EVP

RECEIVED
OFFICE OF THE CLERK
00 FEB 24 AM 10:12

STATE OF FLORIDA)
COUNTY OF DADE) SS.

The foregoing instrument was acknowledged before me this 3rd day of December, 1998 by Angel Hernandez as Vice President of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of BUENA VISTA REHABILITATION ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.



Elizabeth Zevallos
Print Name: ELIZABETH ZEVALLOS
Notary Public for State of FLORIDA
My Commission Expires: Sept 2, 2001

STATE OF _____)
COUNTY OF _____) SS.

The foregoing instrument was acknowledged before me this ____ day of _____, 1998 by _____ as _____ of SF GENERAL, INC., a Delaware corporation, as a general partner of BUENA VISTA REHABILITATION ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Print Name: _____
Notary Public for State of _____
My Commission Expires: _____

STATE OF New York)
COUNTY OF New York)

SS.

The foregoing instrument was acknowledged before me this 3 day of May, 1998
by Michael S. Brayner as Executive Vice President of The Related Companies Inc.
as General Partner for RELATED RS ASSOCIATES I, L.P., the Limited
Partners of BUENA VISTA REHABILITATION ASSOCIATES, LTD., a Florida limited
partnership, on behalf of the corporation. He is personally known to me or has produced a driver's
license as identification and did (did not) take an oath.


Print Name: _____

Notary Public for State of _____

My Commission Expires: _____

JANE A. KAVAFIAN
Notary Public, State of New York
No. 31-4889537
Qualified in New York County 99
Commission Expires June 15, 1999

I:\W-AGT\30364\404\BUENAMD.rev

00 FEB 24 AM 10:12
NOTARY PUBLIC STATE OF NEW YORK

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00 FEB 24 AM 10:12
CORPORATIONS

5. The name and address of the Agent for Service of Process of the Partnership is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

6. SF General hereby agrees to be bound by the provisions of the Amended Certificate and Agreement of Limited Partnership, as amended, and by the provisions of the Partnership Agreement.
7. Except as specifically amended herein, the provisions of the Amended Certificate and Agreement of Limited Partnership, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1 day of January, 1998.

EXISTING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: 

Name:

ANGEL HERNANDEZ

Title:

VICE - PRESIDENT

ADDITIONAL GENERAL PARTNER:

SF GENERAL, INC.

By: 

Name:

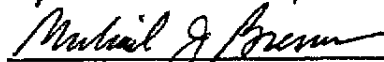
Amy Aron

Title: SVP

LIMITED PARTNER:

RELATED RS ASSOCIATES I, L.P.

By: August Properties Corp. I



Name: Michael J. Brenner

Title:

EVP

**SIGN
HERE**

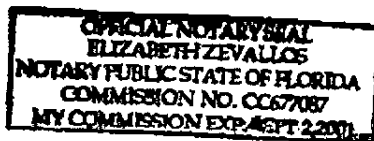


RECEIVED STATE
CLERK OF DISTRICT CLERK
00 FEB 24 AM 10: 12

STATE OF FLORIDA)
COUNTY OF DADE)

SS.

The foregoing instrument was acknowledged before me this 3rd day of December, 1998
by Rafael Hernandez as Vice President of THE RELATED COMPANIES OF
FLORIDA, INC., a Florida corporation, as a general partner of BUENA VISTA REHABILITATION
ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally
known to me or has produced a driver's license as identification and did (did not) take an oath.



Elizabeth Zevallos

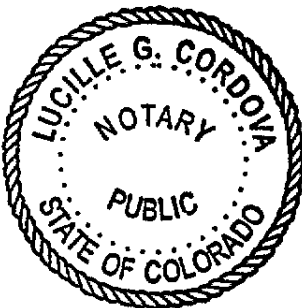
Print Name: ELIZABETH ZEVALLOS
Notary Public for State of FLORIDA
My Commission Expires: Sept 2, 2001

RECEIVED STATE
CLERK OF DISTRICT CLERK
00 FEB 24 AM 10: 12

STATE OF Colorado)
COUNTY OF Denver)

SS.

The foregoing instrument was acknowledged before me this 13th day of October, 1998-1999
by Harry Alcock as Senior Vice President of SF GENERAL, INC., a Delaware
corporation, as a general partner of BUENA VISTA REHABILITATION ASSOCIATES, LTD., a
Florida limited partnership, on behalf of the corporation. He is personally known to me or has
produced a driver's license as identification and did (did not) take an oath.



My Commission Expires 09/03/2001

Lucille G. Cordova
Print Name: LUCILLE CORDOVA
Notary Public for State of Colorado
My Commission Expires: 9-3-2001

CERTIFICATE OF ACCEPTANCE OR APPOINTMENT
BY REGISTERED AGENT


00 FEB 24 AM 10:12
CORPORATION SERVICE COMPANY

Corporation Service Company hereby accepts the appointment
as Registered Agent for the following: 11

BUENA VISTA REHABILITATION ASSOCIATES, LTD.

Dated: February 23, 2000

CORPORATION SERVICE COMPANY



Carol K. Dolor -
Authorized Representative