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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

COUNTRYSIDE APARTMENTS, LTD.

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C334(I)

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Countryside Apartments, Ltd.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on Jun. 6, 1980, adopts the following certificate of amendment to its certificate of limited partnership.

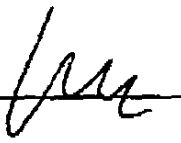
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)
Article II relating to the Names and Business Address of each General Partner is amended to read as follows:

Lexford GP 3 LLC is removed as a general partner of the limited partnership.


Empirian Lexford GP 3 LLC, whose address is 25 Philips Parkway, Montvale, NJ 07645, is hereby added as a 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:

_____ 

Signature(s) of new general partner(s), if applicable:

_____ 

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