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NAME: SUNRISE APARTMENTS, LTD.

AUDIT NUMBER.....H97000020925

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

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**AMENDMENT TO
CERTIFICATE OF PARTNERSHIP
OF
SUNRISE APARTMENTS, LTD.**

The Certificate of Limited Partnership of Sunrise Apartments Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on October 16, 1980, under Charter Number A09442, is hereby amended as follows:

p97-37649

Baron Capital LIII, Inc., a Florida corporation, located at _____ 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be, the sole General Partner.

Cardinal Industries of Florida Services Corporation, a Florida corporation hereby withdraws as a General Partner

Except as amended hereby, the terms of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have hereunto subscribed their hands and seal to this Amendment as of this 18th day of December, 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing hereof.

BARON CAPITAL LIII, INC., General Partner

By: _____

Its: President

Robert S. Geiger
Geiger, Kasdin et al
428 Brickell Ave., 6th Floor
Phone: 305-372-5000
Fax: 305-372-0052
Florida Bar No.: 192208

CARDINAL INDUSTRIES OF FLORIDA
SERVICES CORPORATION, a Florida
Corporation, withdrawing General Partner

By: _____

Its: VICE PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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