

A09927

1201 HAY STREET
TALLAHASSEE, FL 32301-26
4-22-97
7-22-03

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 195153 128649A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ PPD

ORDER DATE : December 19, 1996

ORDER TIME : 11:03 AM

ORDER NO. : 195153-010

CUSTOMER NO: 128649A

CUSTOMER: Ms. Esther Hellwig
Geiger Kasdin Heller &
Sixth Floor
1428 Brickell Avenue
Miami, FL 33131

300002037713--8

-12/24/96--01173--002

*****52.50 *****52.50

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DIVISION OF CORPORATIONS
96 DEC 19 PM 3:26

DOMESTIC AMENDMENT FILING

NAME: COUNTRY SQUARE
APARTMENTS, LTD.

File 3rd

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

G. TAX
FILING
R. AGENT FEE
G. COPY
TOTAL
H. BANK
BALANCE DUE
RECEIVED

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

B/K
12/19/96

FA# H96-

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
COUNTRY SQUARE APARTMENTS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. **Name.** The name of the Partnership is COUNTRY SQUARE APARTMENTS, LTD.
2. **Filing of Certificate.** The Certificate was filed on January 13, 1981 with the Florida Department of State.
3. The Document Number for the Limited Partnership is A09927.
4. **Amendment.** Country Square Management Co., Inc. is hereby replacing, MBC & Associates, Inc. as General Partner and, as such, on page 1, Article II, Section 2:1, as amended, of the Certificate is hereby amended to read as follows:

2.1 General Partner. COUNTRY SQUARE MANAGEMENT CO., INC., 3250 Mary Street, Suite 306, Miami, FL 33133 shall be the General Partner.

IN WITNESS our hands and seals this 18th day of December, 1996.

GENERAL PARTNER:

COUNTRY SQUARE MANAGEMENT CO., INC.,
a Florida corporation

By: 

Paul C. Steinfurth, President

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA# H96-

J:\WORK\ESTHER\CORP\COUNTRY.AOA

SENT BY:

12-27-86 11:04AM

GEIGER KASDIN

1/3

12/27/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:00 AM

((H96000018059 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: COUNTRY SQUARE APARTMENTS, LTD.

AUDIT NUMBER.....H96000018059

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000018059 1))

TO: DIVISION OF CORPORATIONS

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A09927

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W. P. Verifier	

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96 DEC 27 AM 11:55
11:00 AM

RECEIVED
96 DEC 27 AM 11:18
DIVISION OF CORPORATIONS

FAP H96-18059

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF
COUNTRY SQUARE APARTMENTS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes, the undersigned, desiring to amend the Certificate and Agreement of Limited Partnership (the "Certificate") for the above-named Florida limited partnership (the "Limited Partnership"), hereby certifies as follows:

1. Name. The name of the Limited Partnership is COUNTRY SQUARE APARTMENTS, LTD.
2. Filing of Certificate. The initial Certificate was filed on January 13, 1981 with the Florida Department of State.
3. Document Number. The Document Number for the Limited Partnership is A09927.
4. Amendment.

(a) BARON CAPITAL XVII, INC., a Florida corporation, is hereby replacing COUNTRY SQUARE MANAGEMENT CO., INC. as General Partner of the Limited Partnership; and, as such, on page 1, Article II, Section 2.1, as amended, of the Certificate is hereby amended to read as follows:

896000080539

"2.1 General Partner. BARON CAPITAL XVII, INC.,
having its mailing address at 7795 Copper Road, Cincinnati,
Ohio, 45242, shall be the General Partner of the Limited
Partnership."

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPFERSTEIN,
CHAMBERS & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

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12-27-96 : 11:05AM :

GEIGER KASDIN ->

12/27/96 11:05 AM

FA# H96-18059

Certificate of Amendment
Country Square Apartments, Ltd.
Page -2-

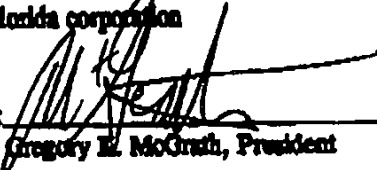
(b) The principal place of business of the Limited Partnership of 3250 Mary Street, Suite 306, Miami, Florida 33133 shall be changed; and, as such, on page 1, Article I, Section 1.2, of the Certificate is hereby amended to read as follows:

"1.2 Name and Principal Place of Business. The name of the Limited Partnership shall be COUNTRY SQUARE APARTMENTS, LTD., and its principal place of business shall be 7795 Copper Road, Cincinnati, Ohio, 45242."

IN WITNESS our hands and seals this 27 th day of December, 1996.

GENERAL PARTNER:

BARON CAPITAL XVII,
a Florida corporation

By: 
Gregory E. McGrath, President

\\WORK\K2\BARON\COUNTRY\COUNTRY.CER

FA# H96-18059

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