



THE UNITED STATES
CORPORATION
COMPANY

A09948

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4312639

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 105.00

RECEIVED
SECRETARY OF STATE
CORPORATIONS
00 FEB 24 AM 10:08

ORDER DATE : February 23, 2000

ORDER TIME : 3:28 PM

ORDER NO. : 598265-015

CUSTOMER NO: 4312639

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

800003146938--2

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME: FERNANDO ASSOCIATES, LTD.

EFFECTIVE DATE:

(9)

RECEIVED
CO FEB 24 PM 4:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

nk
2/24/00

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

**AMENDMENT TO SECOND AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF
FERNANDO ASSOCIATES, LTD.**

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies, Inc. (f/k/a August Properties Corp. I) ("August") and The Related Companies of Florida, Inc. ("RCFI"), being the existing General Partners of Fernando Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), and those individuals designated as Limited Partners and Special Limited Partners on Schedule "A" attached to the Partnership Agreement (as herein defined), by RCFI, as their Attorney-in-Fact, hereby execute and submit for filing with the Department of State, State of Florida, this Amendment to Second Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Partnership is FERNANDO ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on 01/16/81 with the Department of State, State of Florida. The Certificate and Agreement of Limited Partnership has subsequently been amended from time to time, and was last amended by the filing of a Second Amended and Restated Certificate and Agreement of Limited Partnership with the Department of State, State of Florida on 11/07/86 (as amended, the "Partnership Agreement").
3. SF General, Inc., a Delaware corporation ("SF General") is hereby admitted to the Partnership as a 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 Partnership Agreement. From and after the date hereof, SF General shall own a .49% interest in the Partnership and RCFI shall own a .01% interest in the Partnership, and August shall own a .50% interest in the Partnership. The Limited Partners and Special Limited Partners shall continue to own a 99% 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
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 Partnership Agreement.

FILED
DEPT. OF STATE
CORPORATIONS
00 FEB 24 AM 10:08

F9700001937

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amended Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this ____ day of _____, 1999.

RECEIVED
00 FEB 24 AM 10:08
STATE OF FLORIDA
CORPORATIONS

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

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

SF GENERAL, INC.


By: _____
Name: _____
Title: _____

848454

THE RELATED COMPANIES, INC.
(f/k/a August Properties Corp. I)

By: _____
Name: _____
Title: _____

LIMITED PARTNERS:


Name: _____
Title: **ANGEL HERNANDEZ**
VICE - PRESIDENT
The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the investor limited partners

SPECIAL LIMITED PARTNERS:

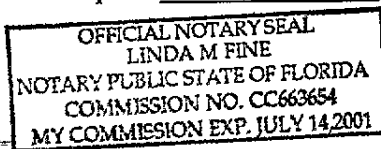
Angel Hernandez
Name: _____
Title: **ANGEL HERNANDEZ**
The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the investor limited partners

RECORDED
00 FEB 24 AM 10:08
STATE OF FLORIDA
DEPARTMENT OF REVENUE

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)
SS.

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES, OF FLORIDA, INC., a Florida corporation, as a general partner of FERNANDO 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.

Linda M. Fine
Print Name: _____
Notary Public for State of _____
My Commission Expires: _____



STATE OF _____)
COUNTY OF _____)
SS.

The foregoing instrument was acknowledged before me this _____ day of _____, 1999 by _____ as _____ of SF GENERAL, INC., a Delaware corporation, as general partner of FERNANDO 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 30 day of APRIL, 1999 by Michael J. Blunner as Executive Vice President of THE RELATED COMPANIES, INC., a Delaware corporation, as a general partner of FERNANDO 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.

Jane A. Kavanian
Print Name:
Notary Public for State of _____
My Commission Expires: _____

JANE A. KAVANIAN
Notary Public, State of New York
No. 31-4889337
Qualified in New York County
Commission Expires June 15, 1999

STATE OF _____)
COUNTY OF _____)

SS.

The foregoing instrument was acknowledged before me this ____ day of _____, 1999 by _____ as _____ of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as Attorney-in-Fact for the Limited Partners of FERNANDO 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: _____

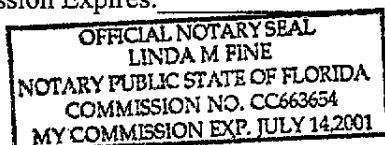
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SS.

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as Attorney-in-Fact for the Special Limited Partners of FERNANDO 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.

Linda M. Fine
Print Name:
Notary Public for State of _____
My Commission Expires: _____

HW-AGT30364/404/Fernando.rev



00 FEB 24 AM 10:08
RECEIVED
FBI
COMMUNICATIONS

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amended Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1st day of January, 1999.

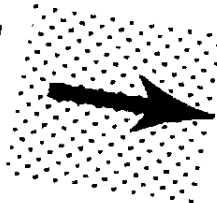
GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____
Name:
Title:

SF GENERAL, INC.

**SIGN
HERE**



By: *[Signature]*
Name: Henry Arnold
Title: SW

THE RELATED COMPANIES, INC.
(f/k/a August Properties Corp. I)

By: *[Signature]*
Name: Michael J. Branner
Title: Executive Vice President

LIMITED PARTNERS:

Name:
Title:
The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the investor limited partners

SPECIAL LIMITED PARTNERS:

Angel Hernandez

Name:

Title:

ANGEL HERNANDEZ
The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the investor limited partners

00 FEB 24 AM 10:08
NOTARY PUBLIC
CORPORATIONS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

ss.

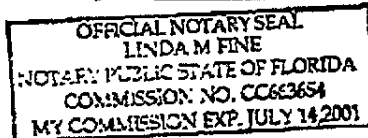
The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of FERNANDO ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Linda M. Fine

Print Name:

Notary Public for State of

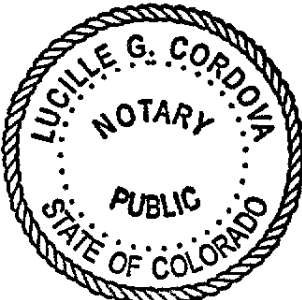
My Commission Expires:



STATE OF Colorado)
COUNTY OF Denver)

ss.

The foregoing instrument was acknowledged before me this 13th day of October, 1999 by Harry Alcock as SVP of SF GENERAL, INC., a Delaware corporation, as general partner of FERNANDO 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 G. Cordova
Notary Public for State of Colorado
My Commission Expires: 9-3-2001

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amended Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1st day of January, 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____

Name:

Title:

SF GENERAL, INC.

By: _____

Name:

Title:

THE RELATED COMPANIES, INC.
(f/k/a August Properties Corp. I)

By: Michael J. Brenner

Name: Michael J. Brenner

Title: Executive Vice President

LIMITED PARTNERS:

Name:

Title:

The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the investor limited partners

00 FEB 24 AM 10:08
CORPORATION SERVICE COMPANY

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

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

FERNANDO ASSOCIATES, LTD.

Dated: February 23, 2000

Corporation Service Company



Carol K. Dolor
Authorized Representative