



THE UNITED STATES
CORPORATION
COMPANY

A 10285

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4312639

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 105.00

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 FEB 24 AM 10:11

ORDER DATE : February 23, 2000

ORDER TIME : 3:25 PM

ORDER NO. : 598265-010

CUSTOMER NO: 4312639

3000003146939--9

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

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME: CIVIC TOWER ASSOCIATES, LTD.

EFFECTIVE DATE:

11

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

B/12 2/24/00

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

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

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

RECEIVED
DEPARTMENT OF STATE
FEB 24 1981
AM 10:17

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc. ("RCFI"), The Related Companies, Inc. (f/k/a August Properties Corp. I) ("August") and Stephen M. Ross ("Ross"), being the General Partners of Civic Tower Associates, Ltd., a Florida limited partnership (the "Partnership"), and SF General, Inc., a Delaware corporation ("SF General"), the Class A Limited Partner, the Class B Limited Partner and those individuals designated as Investor Limited Partners (the Class A, Class B, and Investor Limited Partners are hereinafter collectively referred to as the "Limited Partners"), hereby execute and submit for filing with the Department of State, State of Florida, this Amendment to the Second Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Partnership is CIVIC TOWER ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on March 25, 1981 with the Department of State, State of Florida on March 27, 1981. The Certificate and Agreement of Limited Partnership was amended by the Second Amended and Restated Certificate and Agreement of Limited Partnership dated July 1, 1981 and filed with the Secretary of State of Florida on August 26, 1981 (as amended, "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 the Partnership Agreement. From and after the date hereof, SF General shall own .49% interest in the Partnership, RCFI and August shall each own a .025% in the Partnership and Ross shall own a 4.460% interest in the Partnership. The Class A, Class B and Investor Limited Partners shall continue to own a 95% interest in the Partnership.
4. From and after the date hereof, the office and principal place of business for the Partnership and the principal 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

797000001937

00 FEB 24 1999
JULY 17 1999
STATE OF FLORIDA
DEPARTMENT OF REVENUE

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

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Second Amended and Restated 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 18th day of January, 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

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

STEPHEN M. ROSS

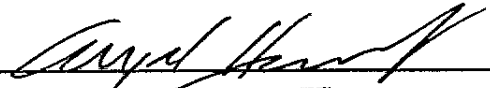
SF GENERAL, INC.

By: _____
Name: _____
Title: _____

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

By: _____
Name: _____
Title: _____

LIMITED PARTNERS:

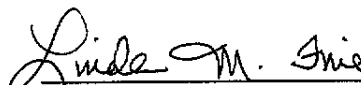

Name: **ANGEL HERNANDEZ**
Title: **VICE - PRESIDENT**
The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the Limited Partners

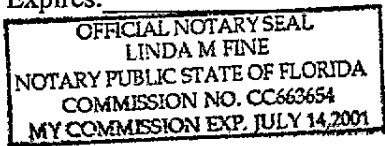
00 FEB 24 AM 10:17
NOTARY PUBLIC STATE OF FLORIDA

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 CIVIC TOWER 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 _____)
COUNTY OF _____)

ss.

The foregoing instrument was acknowledged before me this ____ day of _____, 1999 by STEPHEN M. ROSS, as a general partner of CIVIC TOWER 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: _____

FLORIDA STATE
NOTARY PUBLIC
00 FEB 24 AM 10:17
COMMUNICATIONS

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 CIVIC TOWER 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 _____)
)
COUNTY OF _____) ss.

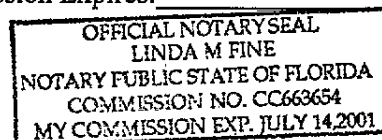
The foregoing instrument was acknowledged before me this _____ day of _____, 1999 by _____ as _____ of THE RELATED COMPANIES, INC., a Delaware corporation, as general partner of CIVIC TOWER ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or 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 limited partners of CIVIC TOWER 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: _____



6. SF General hereby agrees to be bound by the provisions of the Partnership Agreement, as may be amended from time to time, and by the provisions of the Regulatory Agreement (as defined in the Partnership Agreement).
7. Except as specifically amended herein, the provisions of the Second Amended and Restated Certificate and Agreement of Limited Partnership shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Second Amended and Restated 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 15 day of January, 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____

Name:

Title:


STEPHEN M. ROSS

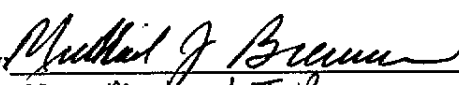
SF GENERAL, INC.

By: _____

Name:

Title:

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

By: 
Name: Michael J. Brenner
Title: Executive Vice President

LIMITED PARTNERS:

00 FEB 24 AM 10:17
NOTARY PUBLIC
CORPORATIONS

Name:

Title:

The Related Companies of Florida, Inc.,
a general partner, as Attorney-in-Fact
for the Limited Partners

STATE OF _____)

ss.

COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 1999 by _____ as _____ of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of CIVIC TOWER 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)

ss.

COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by STEPHEN M. ROSS, as a general partner of CIVIC TOWER 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
Commission Expires June 15, 1999

STATE OF _____)
COUNTY OF _____)

ss.

00 FEB 24 AM 10:17
NOTARY PUBLIC
STATE OF NEW YORK

The foregoing instrument was acknowledged before me this _____ day of _____, 1999 by _____ as _____ of SF GENERAL, INC., a Delaware corporation, as general partner of CIVIC TOWER 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. Brenner as Executive Vice President of THE RELATED COMPANIES, INC., a Delaware corporation, as general partner of CIVIC TOWER 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. Kavafian
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
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 CIVIC TOWER 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: _____

6. SF General hereby agrees to be bound by the provisions of the Partnership Agreement, as may be amended from time to time, and by the provisions of the Regulatory Agreement (as defined in the Partnership Agreement).
7. Except as specifically amended herein, the provisions of the Second Amended and Restated Certificate and Agreement of Limited Partnership shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Second Amended and Restated 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 15 day of January, 1999.


GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

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

STEPHEN M. ROSS

SF GENERAL, INC.

By: 
Name: Stephen M. Ross
Title: SVP

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

By: _____
Name: _____
Title: _____

STATE OF

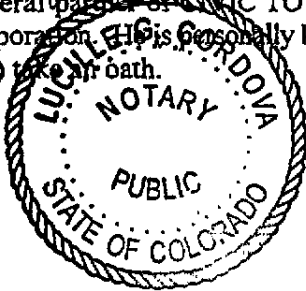
Colorado

COUNTY OF

Denver

ss.

The foregoing instrument was acknowledged before me this 13 day of Oct, 1999 by Harry Alach as EV.P. of SF GENERAL, INC., a Delaware corporation, as general partner of CIVIC TOWER 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.



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

My Commission Expires 09/03/2001

STATE OF

COUNTY OF

ss.

The foregoing instrument was acknowledged before me this ____ day of _____, 1999 by _____ as _____ of THE RELATED COMPANIES, INC., a Delaware corporation, as general partner of CIVIC TOWER 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

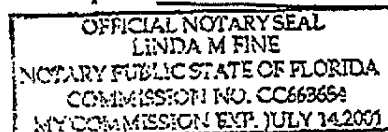
COUNTY OF

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 limited partners of CIVIC TOWER 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: _____



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

RECEIVED
FEB 24 AM 10:17
00FEB8 24 AM 10:17

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

CIVIC TOWER ASSOCIATES, LTD.

Dated: February 23, 2000

CORPORATION SERVICE COMPANY

Carol K. Dolor
Carol K. Dolor
Authorized Representative