EQUITY
RESIDENTIAL

A10975

April 12, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

     Re: Certificate of Amendment

Gentlemen:

     Enclosed please find completed Certificate of Amendment to Certificate of Limited Partnership for forty-six (46) limited partnerships and checks in the amount of $52.20 each, representing the filing fee for each amendment.

     If there are any questions, please feel free to contact me at (614) 575-5192.

Very truly yours,

Tamra L. Potts
Vice President

TLP/jc
Enclosures

2001 APR 19 PH 2:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED

6954 Americana Parkway
Reynoldsburg, OH 43068
tel 614.759.1566
fax 614.575.5240
www.eqr.com

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROSEWOOD APARTMENTS, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Department of State on August 11, 1981, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST:

1. Lexford Residential Trust is removed as a general partner of the limited partnership.

2. Equity Residential Properties Trust, whose address is Two North Riverside Plaza, Suite 400, Chicago, Illinois 60606 is hereby added as an additional general partner of the limited partnership.

3. CRSI SPV 20224, INC.. is removed as a general partner of the limited partnership.

4. Lexford GP II, LLC, whose address is Two North Riverside Plaza, Suite 400, Chicago, Illinois 60606 is hereby added as an additional 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:

EQUITY RESIDENTIAL PROPERTIES TRUST
General Partner

By: _____
Tamra L. Potts, Vice President

LEXFORD GP II, LLC,
General Partner

By: _____
Tamra L. Potts, Manager

LEXFORD PROPERTIES, L.P., General Partner

By: LEXFORD PARTNERS, L.L.C., its General Partner

By: _____
Tamra L. Potts, Manager