

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

National Property Investors 5 Ltd.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows: "4. TERM

The Partnership commenced as of the 15th day of July, 1981 and shall continue until the 31st day of December, 2024, unless previously terminated in accordance with the provisions of this Partnership Agreement."

*National Property Investors 5 a California limited partnership
doing business in Florida as National Property Investors 5 Ltd.
By: NPI Equity Investments, Inc., a Florida corporation,
its general partner*

By: Patti K. Fielding

(Signature of a General Partner)

Patti K. Fielding, Executive Vice President

(Typed or printed name of General Partner signing above)

STATE OF Colorado

CITY OF Denver
COUNTY OF Denver

On this 22nd day of October, 2004, Patti K. Fielding
appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

FILED
04 OCT 28 AM 8:44
TALLAHASSEE
FLORIDA

Leslie E. Green

(Notary Public Signature)

Leslie E. Green

(Notary's Printed Name)

My Commission Expires: 4-20-08

