



A14647

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4312639

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 105.00

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

ORDER DATE : February 23, 2000

ORDER TIME : 3:31 PM

ORDER NO. : 598265-030

CUSTOMER NO: 4312639

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

400003146944--4

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME: OPA LOCKA ASSOCIATES, LTD.

EFFECTIVE DATE:

(9)

RECEIVED
00 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

B/C 2/24/00

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

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

RECEIVED
DEPARTMENT OF REVENUE
00 FEB 24 AM 10:24

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 Opa Locka Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), and Grande Associates of Dade Limited Partnership, being the Limited Partner of the Partnership (the "Limited Partner"), 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 OPA LOCKA ASSOCIATES, LTD.
2. The Partnership was formed by the filing of an Agreement of Limited Partnership on June 9, 1983 with the Department of State, State of Florida. The 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 June 30, 1983 (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 the Partnership Agreement. From and after the date hereof, SF General shall own a .49% interest in the Partnership, RCFI shall own a .50% interest in the Partnership and August shall own a .01% interest in the Partnership. The Limited Partner 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.

Ex 7/11/93

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 Amendment to the 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 1st day of January, 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: [Signature]
Name:
Title: **JOSE L. HERNANDEZ**
V.P. - PRESIDENT

SF GENERAL, INC.

By: _____
Name:
Title:

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

By: _____
Name:
Title:

LIMITED PARTNER:

GRANDE ASSOCIATES OF DADE
LIMITED PARTNERSHIP
By: The Related Companies, Inc.

By: _____
Name:
Title:

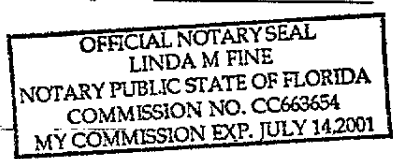
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss.

RECEIVED
00 FEB 24 AM 10:24
OFFICE OF CORPORATIONS

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 OPA LOCKA 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 a general partner of OPA LOCKA 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: _____

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 Amendment to the 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 1st day of January 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: [Signature]
Name:
Title: ANGEL HERNANDEZ
V.P. - PRESIDENT

SF GENERAL, INC.

By: _____
Name:
Title:

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

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

LIMITED PARTNER:

GRANDE ASSOCIATES OF DADE
LIMITED PARTNERSHIP

By: The Related Companies, Inc.

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

STATE OF New York
 COUNTY OF New York

ss.

The foregoing instrument was acknowledged before me this 31 day of May, 1999 by Michael J. Brenner as Executive Vice President of THE RELATED COMPANIES, INC., a Delaware corporation, as a general partner of OPA LOCKA 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 New York
 COUNTY OF New York

ss.

The foregoing instrument was acknowledged before me this 3 day of May, 1999 by Michael J. Brenner as Executive Vice President of THE RELATED COMPANIES, INC., a Delaware corporation, as a general partner of GRANDE ASSOCIATES OF DADE LIMITED PARTNERSHIP, the Limited Partner of OPA LOCKA 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

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

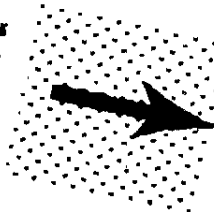
IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1st day of January 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: [Signature]
Name:
Title: ANGEL MENDANDEZ
VICE PRESIDENT

**SIGN
HERE**



SF GENERAL, INC.

By: [Signature]
Name: Harry Acosta
Title: SVP

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

By: _____
Name:
Title:

LIMITED PARTNER:

GRANDE ASSOCIATES OF DADE
LIMITED PARTNERSHIP
By: The Related Companies, Inc.

By: _____
Name:
Title:

STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

ss.

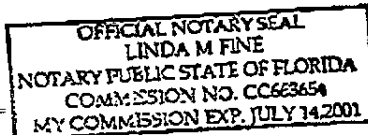
The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of OPA LOCKA ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is 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 _____

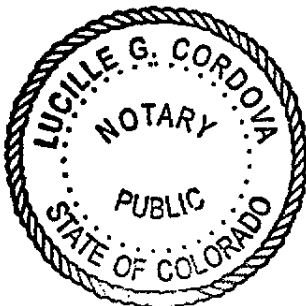
My Commission Expires: _____



STATE OF Colorado)
)
 COUNTY OF Denver)

ss.

The foregoing instrument was acknowledged before me this 13th day of October, 1999 by Harry Alcock as Sr. V.P. of SF GENERAL, INC., a Delaware corporation, as a general partner of OPA LOCKA 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 03/03/2001

Lucille G. Cordova

Print Name: Lucille G. CordovaNotary Public for State of ColoradoMy Commission Expires: 9-3-2001

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

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

OPA LOCKA ASSOCIATES, LTD.

Dated: February 23, 2000.

CORPORATION SERVICE COMPANY



Carol K. Dolor
Authorized Representative

00 FEB 24 AM 10:24
RECEIVED
FEB 24 2000
FEB 24 2000