

Division of Corporations

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A 15835

Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

LIMITED PARTNERSHIP AMENDMENT

PALM LAKE ASSOCIATES, LTD.

Certificate of Status	0
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**SECOND AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP OF
PALM LAKE ASSOCIATES, LTD.**

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Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc., ("RCFI") being the sole General Partner of Palm Lake Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), and Jorge Perez and West Palm Lake Associates, Ltd. (the "Limited Partners") hereby execute and submit for filing with the Department of State, State of Florida, Amendment to Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Partnership is PALM LAKE ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on December 1, 1983 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 an Amendment to Amended and Restated Certificate and Agreement of Limited Partnership filed on June 28, 1985 with the Department of State, State of Florida (as amended, the "Partnership Agreement").
3. SF General, Inc., a Delaware corporation ("SF General") is hereby admitted to the Partnership as an additional 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 .51% interest in the Partnership, Jorge Perez shall continue to own a 1.0% interest in the Partnership and West Palm Lake Associates, Ltd. shall continue to own a 98.0% 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:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

6. SF General hereby agrees to be bound by the provisions of the Partnership Agreement, as amended.

Filed by: Curtis H. Sitterson, Fla. Bar No. 331694
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200/Fax: 305-789-3395

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

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Second Amendment to 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 14 day of January, 1998.

EXISTING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

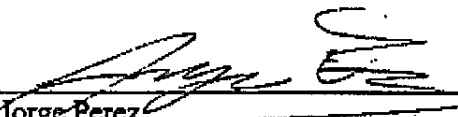
By: 
Name: **ANGEL HERNANDEZ**
Title: VICE - PRESIDENT

ADDITIONAL GENERAL PARTNER:

SF GENERAL, INC.

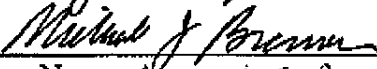
By: 
Name:
Title:

SPECIAL LIMITED PARTNER:


Jorge Perez

WEST PALM LAKE ASSOCIATES, LTD.

By: August Properties Corp. I

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

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

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Second Amendment to 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 16th day of January, 1999.

EXISTING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____
Name: _____
Title: _____

ADDITIONAL GENERAL PARTNER:

SF GENERAL, INC.

By: 
Name: Senior Vice-President
Title: Senior Vice-President

LIMITED PARTNERS:

Jorge Perez

WEST PALM LAKE ASSOCIATES, LTD.

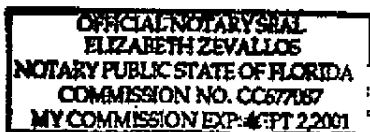
By: _____
Name: _____
Title: _____

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STATE OF FLORIDA)
)
 COUNTY OF Duval)

ss.

The foregoing instrument was acknowledged before me this 2nd day of December, 1998 by Angel Hernandez as Vice President of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of PALM LAKE 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.



Elizabeth Zevallos
 Print Name: Elizabeth Zevallos
 Notary Public for State of FLORIDA
 My Commission Expires: 12/22/01

STATE OF _____)
)
 COUNTY OF _____)

ss.

The foregoing instrument was acknowledged before me this _____ day of _____, 1998 by _____ as _____ of SF GENERAL, INC., a Delaware corporation, as a general partner of PALM LAKE 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: _____

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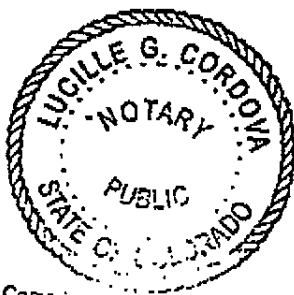
STATE OF _____)
COUNTY OF _____) ss.

The foregoing instrument was acknowledged before me this _____ day of _____, 1998
by _____ as _____ of THE RELATED COMPANIES OF
FLORIDA, INC., a Florida corporation, as a general partner of PALM LAKE 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 Colorado)
COUNTY OF Denver) ss.

The foregoing instrument was acknowledged before me this 30 day of April, 1998
by Harry Oreck as Secretary of SF GENERAL, INC., a Delaware
corporation, as a general partner of PALM LAKE 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 Comm. Expires:

12/31/2001

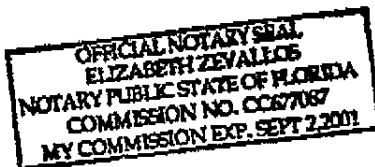
Lucille Cordova
Print Name: _____
Notary Public for State of Colorado
My Commission Expires: 12/31/2001

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STATE OF FLORIDA)
)
 COUNTY OF DADE) SS.

The Special
 The foregoing instrument was acknowledged before me this 1th day of December, 1998 by Jorge Perez as a Limited Partner of PALM LAKE 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.



Elizabeth Zevallos
 Print Name: ELIZABETH ZEVALLOS
 Notary Public for State of FLORIDA
 My Commission Expires: Sept 2, 2001

STATE OF New York)
)
 COUNTY OF New York) SS.

The foregoing instrument was acknowledged before me this 9th day of December, 1998 by Michael S Brenner as Ex Vice Pres of August Properties LLC as general partner of WEST PALM LAKE ASSOCIATES, LTD. as a Limited Partner of PALM LAKE 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.

Ellen Ayers
 Print Name:
 Notary Public for State of _____
 My Commission Expires: _____

ELLEN A. AYERS
 NOTARY PUBLIC, State of New York
 No. 01AY4973343
 Qualified in Nassau County
 Commission Expires Oct. 22, 2001

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

CT Corporation System hereby accepts its appointment as registered agent for Palm Lake Associates, Ltd., a Florida limited partnership and states that the undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 29, 2000

CT CORPORATION SYSTEM

By: Wicky Goldstein
Name: WICKY GOLDSTEIN
Title: SPECIAL ASSISTANT SECRETARY

INW-C0303641404REG-AGT.S

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