

A 16541

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LIMITED PARTNERSHIP AMENDMENT

T.M. ALEXANDER ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	509
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**SECOND AMENDMENT TO
FIFTH AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP OF
T.M. ALEXANDER ASSOCIATES, LTD.**

A16541

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 General Partners of T.M. Alexander Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), TMA Associates and those individuals designated as Limited Partners on Schedule "A" attached to the Partnership Agreement (as defined herein), by RCFI, as their Attorney-in-Fact, hereby execute and submit for filing with the Department of State, State of Florida, this Second Amendment to the Fifth Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Partnership is T.M. ALEXANDER ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership dated February 29, 1984 and filed with the Department of State of Florida on March 5, 1984. The Certificate and Agreement of Limited Partnership has subsequently been amended from time to time, and was last amended by the filing of an Amendment to the Fifth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership filed with the Department of State, State of Florida on July 3, 1985 (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 2.79% interest in the Partnership, and August shall continue to own a 3.12% interest in the Partnership. TMA Associates shall continue to own a .99% interest in the Partnership as a Limited Partner and the individual Limited Partners shall continue to own a total of 93.11% 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

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

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to the Fifth 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: 

Name:

Title: CARLOS HERNANDEZ
VICE-PRESIDENT**SF GENERAL, INC.**

By: _____

Name:

Title:

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

By: 

Name: Michael J. Brennan

Title: Executive Vice President

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

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to the Fifth 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, 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____
Name: _____
Title: _____

SF GENERAL, INC.

By: [Signature]
Name: HARRY A. BLOOM
Title: SVP

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THE RELATED COMPANIES, INC.
(171/2 August Properties Corp. I)

By: _____
Name: _____
Title: _____

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LIMITED PARTNERS:**TMA ASSOCIATES**By: Michael J. BrennerName: Michael J. Brenner

Title:

The Related Companies, Inc.
August Properties Corp., a general partner,
 as Attorney-in-Fact for TMA Associates

By: Michael J. BrennerName: Michael J. Brenner

Title:

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

STATE OF FLORIDA)COUNTY OF MIAMI-DADE)

ss.

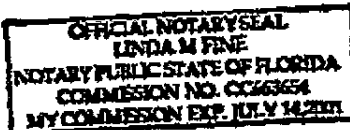
The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999
 by ANGEL HERNANDEZ as Vice President of THE RELATED COMPANIES OF
 FLORIDA, INC., a Florida corporation, as a general partner of T.M. ALEXANDER ASSOCIATES,
 LTD., a Florida limited partnership, on behalf of the corporation. 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: _____



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STATE OF Colorado)
) ss.
 COUNTY OF Dixie)

The foregoing instrument was acknowledged before me this _____ day of _____, 1999
 by Harry Hlick as SR. Vice President of SF GENERAL, INC., a Delaware
 corporation, as a general partner of T.M. ALEXANDER 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.

 * JOYCE A. SLAUGHTER *
 * NOTARY PUBLIC *
 * STATE OF COLORADO *
 * My Commission Expires 02/28/2002 *

Joyce A. Slaughter
 Print Name: Joyce A. Slaughter
 Notary Public for State of Colorado
 My Commission Expires: 2/28/2002

STATE OF _____)
) ss.
 COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 1999
 by _____ as _____ of THE RELATED COMPANIES, INC., as
 a general partner of T.M. ALEXANDER 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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 TALLAHASSEE, FLORIDA

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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 T.M. ALEXANDER 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 3 day of March, 1999
 by Michael S. Blenner as Executive Vice President of THE RELATED COMPANIES, INC., as
 a general partner of T.M. ALEXANDER 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. 31-4889637
 Qualified in New York County
 Commission Expires June 15, 2000

H000000113753

STATE OF New York)
COUNTY OF New York)

ss.

The foregoing instrument was acknowledged before me this 6 day of May, 1999
by Michael J. Brenner as Executive Vice President of THE RELATED COMPANIES OF
FLORIDA, INC., a Delaware corporation, as Attorney-in-Fact for TMA Associates, as a Limited
Partner of T.M. ALEXANDER 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 Attorney-in-Fact for the Limited Partners of T.M. ALEXANDER
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 TMA Associates, as a Limited
 Partner of T.M. ALEXANDER 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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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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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 Attorney-in-Fact for the Limited Partners of T.M. ALEXANDER
 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: _____

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JANE A. KAVAFIAN
 Notary Public, State of New York
 No. 31-4889537
 Qualified in New York County
 Commission expires June 15, 1999

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

CT Corporation System hereby accepts its appointment as registered agent for TM Alexander 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: *Vicky Goldstein*
Name: VICKY GOLDSTEIN
Title: SPECIAL ASSISTANT SECRETARY

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TALLAHASSEE, FLORIDA

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