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2004 MAY -3 P 2: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE LAKES AT LEESBURG, LTD.

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

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on 05/01/1984, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

ARTICLE

The general partner is: HOMETOWN COMMUNITIES, L.L.C., 150 N. Wacker Drive, Ste. 900, Chicago, IL 60606. MO4000001707

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

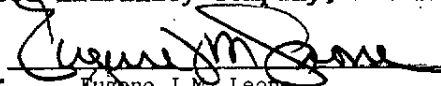
Signature of current general partner:

The general partner on record merged out of existence in MD on 10/16/03. Surviving entity n/k/a Hometown Communities, L.L.C.

Signature(s) of new general partner(s), if applicable:

THE LAKES AT LEESBURG, LTD., a Florida limited partnership
By: **HOMETOWN COMMUNITIES, L.L.C.**, a Maryland limited liability company, its general partner

By: **Hometown Residential Manager, L.L.C.**, a Delaware limited liability company, its Manager

By: 
Name: Eugene J. M. Leone
Title: Secretary

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TO
CERTIFICATE OF LIMITED PARTNERSHIP
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TALLAHASSEE, FLORIDA

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company, its general partner

By: Hometown Residential Manager, L.L.C., a Delaware
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Name: Eugene J. M. Leone

Title: Secretary