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A17553

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CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002536159-4
-05/27/98-01023-004
4042.50 **52.50

Bel Aire Apartments, Ltd.

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Thanks,
Jeff

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BEL AIRE APARTMENTS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 30, 1984, (A17553), adopts the following certificate of amendment to its certificate of limited partnership:

FIRST:

1. Lexford Residential Trust, successor-in-interest by merger to Lexford, Inc., is removed as a general partner of the limited partnership.
2. Lexford GP, L.L.C., whose address is 6954 Americana Parkway, Reynoldsburg, Ohio 43068 is hereby added as an additional general partner of the limited partnership.

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

THIRD: Signature(s)

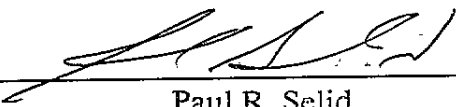
Signature of current general partner:

LEXFORD GP, L.L.C., General Partner

By: LEXFORD PROPERTIES, L.P., its Managing Member

By: LEXFORD PARTNERS, L.L.C., its General Partner

By: LEXFORD RESIDENTIAL TRUST, its
Managing Member

By: 
Paul R. Selid
Its: Vice President