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NAME: CRYSTAL COURT APARTMENTS II, LTD.

AUDIT NUMBER.....H97000018337

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

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PAGES..... 1

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**AMENDMENT TO
CERTIFICATE OF PARTNERSHIP
OF
CRYSTAL COURT APARTMENTS II, LTD.**

The Certificate of Limited Partnership of Crystal Court Apartments II, Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on January 15, 1986, under Charter Number A21827, is hereby amended as follows:

P.97-40147
Baron Capital LIX, Inc., a Florida corporation, located at _____ 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be, the sole General Partner.

Lexford Inc., an Ohio corporation f.k.a. Cardinal Realty Services Inc., an Ohio corporation hereby withdraws as a General Partner

Except as amended hereby, the terms of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have hereunto subscribed their hands and seal to this Amendment as of this 4th day of November, 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing hereof.

BARON CAPITAL LIX, INC., General Partner

By: [Signature]

Its: President

Robert S. Geiger, Esq.
Geiger, Kasdin, et al
1428 Brickell Ave.
Miami, FL 33131
Phone No.: 305-372-5000
Fax No.: 305-372-0052
Florida Bar No.: 192208

LEXFORD INC., an Ohio corporation f.k.a.
Cardinal Realty Services Inc., an Ohio corporation
withdrawing General Partner

By: [Signature]

Its: V.P. and Acting General Counsel

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