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Florida Department of State
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LIMITED PARTNERSHIP AMENDMENT

AMBERGATE APARTMENTS, LTD.

Certificate of Status	0
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Page Count	04
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

AMBERGATE APARTMENTS, LTD.

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 December 9, 1986, 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 1. Formation of Limited Partnership:

- a. ERP-QRS Ambergate, Inc., Two North Riverside Plaza, Chicago, Illinois 60606, is hereby withdrawn as the general partner of the partnership. The name and addresses of the general partners are:

EQR-RID SP, L.L.C., a Delaware limited liability company, Two North Riverside Plaza, Chicago, Illinois 60606 *M04-2392*

ERP Operating Limited Partnership, an Illinois limited partnership, Two North Riverside Plaza, Chicago, Illinois 60606

- b. The office where names, addresses and contributions of limited partners are kept is Two North Riverside Plaza, Chicago, Illinois 60606.
- c. The mailing address of the limited partnership is Two North Riverside Plaza, Chicago, Illinois 60606.

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

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THIRD: Signature(s)

Signed on this 21 June 2004.

Signature of current general partner(s):

ERP-QRS Ambergate, Inc., an Illinois corporation

By: Barbara Shuman
Name: BARBARA SHUMAN
Title: VICE PRESIDENT

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

EQR-RID SP, LLC., an Delaware limited liability company

By: ERP Operating Limited Partnership, an Illinois limited partnership, its sole member

By: Equity Residential, a Maryland real estate investment trust, its General Partner

By: Barbara Shuman
Name: BARBARA SHUMAN
Title: ASSISTANT SECRETARY

ERP Operating Limited Partnership, an Illinois limited partnership

By: Equity Residential, a Maryland real estate investment trust, its General Partner

By: Barbara Shuman
Name: BARBARA SHUMAN
Title: ASSISTANT SECRETARY

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STATE OF ILLINOIS

COUNTY OF Cook

On this 2nd day of June, 2004, Barbara Shuman
personally appeared before me, who is personally known to me.

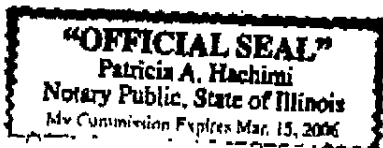
Patricia A. Hachimi
(Notary Public Signature)

Patricia A. Hachimi
(Notary's Printed Name)

Seal

My Commission Expires:

3-15-2006



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