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January 26, 1999

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Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: BRENTWOOD APARTMENTS PARTNERS, LTD.

Gentlemen:

Attached are the following:

- 1. Application for Reinstatement for Limited Partnership
- 2. Fourth Amendment to Agreement and Certificate of Limited Partnership
- 3. Check No. 4766 in the amount of \$807.50 representing the reinstatement fee of \$782.50 and the filing fee of \$25.00 for the Amendment

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Sincerely yours,

Roger A. Bridges

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FOURTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF BRENTWOOD APARTMENTS PARTNERS, LTD.

THIS AMENDMENT is effective as of <u>December 50</u>, 1998.

Articles IV and VI of the Agreement and Certificate of Limited Partnership of BRENTWOOD APARTMENTS PARTNERS, LTD., as amended by the First Amendment to Agreement and Certificate of Limited Partnership of BRENTWOOD APARTMENTS PARTNERS, LTD., dated November 22, 1987, and filed with the Secretary of State on December 23, 1986, and a Second Amendment to Agreement and Certificate of Limited Partnership of BRENTWOOD APARTMENTS PARTNERS, LTD., dated April 1, 1988, and filed with the Secretary of State on June 21, 1988, and a Third Amendment to Agreement and Certificate of Limited Partnership of BRENTWOOD APARTMENTS PARTNERS, LTD., dated as of July 11, 1993, and filed with the Secretary of State on November 2, 1993, is amended and restated as follows:

Article IV. Name and Address of Each General and Limited Partner. BRIDY ENTERPRISES, INC., a Florida corporation, has withdrawn as General Partner of the Partnership and assigned its partnership interest to BRENTWOOD ACQUISITIONS, INC., whose address is 2350 N. E. 173 Street, North Miami, Florida 33160.

Article VI. <u>Capital Contributions and Percentage Interest</u>. The amount of cash contributed to the Partnership by the partners are as follows and the respective partnership interests shall be as follows:

General Partner	Capital Contribution	Percentage Interest
BRENTWOOD ACQUISITIONS, INC.	\$1.00	1%
Limited Partner	Capital Contribution	Percentage Interest
EDWARD A BRIDY	\$99.00	99%

The foregoing is agreed to by each of the undersigned constituting all of the partners of said Partnership.

BRENTWOOD ACQUISITIONS, INC.

EDWARD A BRIDY - President