

A25179

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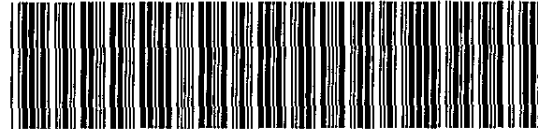
(Business Entity Name)

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12825



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 595715 4304959

AUTHORIZATION :

*Patricia Pijuta*

COST LIMIT : \$ 52.50

ORDER DATE : April 27, 2004

ORDER TIME : 11:34 AM

ORDER NO. : 595715-045

CUSTOMER NO: 4304959

CUSTOMER: Susan Kelly  
Nixon Peabody LLP  
100 Summer Street

Boston, MA 02110-2131

FOREIGN FILINGS

NAME: VILLAGE WALK OF ZEPHYRHILLS,  
LTD.

       NON-PROFIT

XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: \_\_\_\_\_

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**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**VILLAGE WALK OF ZEPHYRHILLS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate and agreement was filed with the Florida Dept. of State on September 16, 1987, which was amended by a First Amendment to the Limited Partnership Agreement and Certificate filed on August 10, 1988 and by an Amended and Restated Agreement and Certificate of Limited Partnership, filed December 8, 1988, which was amended by a First Amendment to the Amended and Restated Certificate of Limited Partnership, filed October 16, 1995, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Article 1 is deleted in its entirety and the following is substituted therefor:

The name and address of the sole General Partner is:

BCP FL-GA GP, LLC *MDI-1023*  
(a Delaware limited liability company)  
c/o Boston Capital Partners  
One Boston Place, Suite 2100  
Boston, MA 02108

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

THIRD: Signatures

Current general partner:

The current General Partner of record, Ronnie C. Davis, is deceased. Pursuant to the terms of the Partnership Agreement, the undersigned, being the sole Limited Partner of the Partnership, has elected to reconstitute the Partnership and to appoint BCP FL-GA GP, LLC, as the successor General Partner of the Partnership.

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Signature of Limited Partner:

AMERICAN AFFORDABLE HOUSING II LIMITED PARTNERSHIP,  
a Massachusetts limited partnership

By: Boston Capital Associates Limited Partnership, a General Partner

By: BCA Associates Limited Partnership, its General Partner

By: C&M Management, Inc., its General Partner

By:   
Marc N. Teal, Senior Vice President

By: BCA Associates Limited Partnership, a General Partner

By: C&M Management, Inc., its General Partner

By:   
Marc N. Teal, Senior Vice President

Signature of new General Partner:

BCP FL-GA GP, LLC, a Delaware limited liability company

By: BCCTC Associates Inc., its Manager

By:   
Marc N. Teal, Senior Vice President

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