



THE UNITED STATES
CORPORATION
COMPANY

A25812

FILED
00 OCT 17 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 854865 4312639

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 105.00

ORDER DATE : October 5, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 854865-010

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
P.O. Box 636

Wilmington, DE 19899

RECEIVED
00 OCT 17 PM 12:42
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: CUTLER CANAL ASSOCIATES, LTD.

EFFECTIVE DATE:

100003427691--4

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

M. J. 11/17

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

File 2/29

**FIRST AMENDMENT TO AMENDED
AND RESTATED CERTIFICATE OF LIMITED
PARTNERSHIP OF CUTLER CANAL ASSOCIATES, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc., a Florida corporation ("RCFI"), being the sole general partner of Cutler Canal Associates, Ltd., a Florida limited partnership (the "Partnership"), AIMCO Cutler GP, L.L.C., a Delaware limited liability company and those individuals designated as Investor Limited Partner on Schedule A attached to the Partnership Agreement (as defined herein) hereby execute and submit for filing with the Department of State, State of Florida, this First Amendment to the Amended and Restated Certificate of Limited Partnership to read as follows:

1. The name of the Partnership is CUTLER CANAL ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership dated January 6, 1988 filed with the Department of State of Florida, which has subsequently been amended from time to time, and was last amended by the filing of an Amended and Restated Certificate of Limited Partnership dated April 12, 1990 filed with the Department of State of Florida (as amended, the "Partnership Certificate").
in DUUUUU 02002
3. AIMCO Cutler GP, L.L.C., a Delaware limited liability company ("AIMCO Cutler") has been admitted to the Partnership as the sole general partner, having the exclusive power and authority to act for and on behalf of the Partnership in accordance with the provisions of the Partnership Agreement. From and after the date hereof, AIMCO Cutler shall own a 1% interest in the Partnership. The Investor Limited Partner shall continue to own a 99% interest in the Partnership.
4. From and after the date hereof, the office and principal place of business for the Partnership and the business address of the General Partner is:

2000 South Colorado Boulevard
Tower Two Suite 2-1000
Denver, CO 80222

and the mailing address -
5. The name and address of the Agent for Service of Process of the Partnership is:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
6. The latest date upon which the Partnership shall dissolve is December 31, 2033.
7. Except as specifically amended herein, the provisions of the Partnership Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Amended and Restated Certificate of Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as of this 17th day of OCTOBER, 2000.

WITHDRAWING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: 

Name:

Title:

ANGEL HERNANDEZ
VICE - PRESIDENT

GENERAL PARTNER:

AIMCO CUTLER GP, L.L.C.,

By: SF General, Inc.,
its sole managing member

By: _____

Name: Harry Alcock

Title: Senior Vice President

INVESTOR LIMITED PARTNER:

FLORIDA HIGH YIELD TAX CREDIT PROPERTIES, L.P.

By: Related Credit Properties L.P.,
its general partner

By: Related Credit Properties, Inc.
its general partner

By: _____

Name:

Title:

FILED
00 OCT 17 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Amended and Restated Certificate of Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as of this 17th day of OCTOBER, 2000.

WITHDRAWING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____
Name:
Title:

GENERAL PARTNER:

AIMCO CUTLER GP, L.L.C.,

By: SF General, Inc.,
its sole managing member

By: *Harry Alcock*
Name: Harry Alcock
Title: Senior Vice President

INVESTOR LIMITED PARTNER:

FLORIDA HIGH YIELD TAX CREDIT PROPERTIES, L.P.

By: Related Credit Properties L.P.,
its general partner

By: Related Credit Properties, Inc.
its general partner

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Amended and Restated Certificate of Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as of this 17TH day of OCTOBER, 2000.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITHDRAWING GENERAL PARTNER:

THE RELATED COMPANIES OF FLORIDA, INC.

By: _____

Name:

Title:

GENERAL PARTNER:

AIMCO CUTLER GP, L.L.C.,

By: SF General, Inc.,
its sole managing member

By: _____

Name: Harry Alcock

Title: Senior Vice President

INVESTOR LIMITED PARTNER:

FLORIDA HIGH YIELD TAX CREDIT PROPERTIES, L.P.

By: Related Credit Properties L.P.,
its general partner

By: Related Credit Properties, Inc.
its general partner

By: Alan Hirmes

Name: ALAN HIRMES

Title: SENIOR VICE PRESIDENT