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LIMITED PARTNERSHIP AMENDMENT

CUTLER CANAL ASSOCIATES, LTD

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

CUTLER CANAL ASSOCIATES, LTD.

(Insert name currently on file with Florida Dept. of State)

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 January 6, 1988, 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 3: The name and address of the sole general partner is: *M03-3760*
RAP FL, LLC, c/o The Related Companies, L.P., 60 Columbus Circle, New York, NY 10023

ARTICLE 4: The office and principal place of business of the Partnership is:
co/ The Related Companies, L.P., 60 Columbus Circle, New York, NY 10023

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

THIRD: Signature(s)
Signature of current general partner:

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

BY: RAP FL, LLC, sole general partner
BY: The Related Companies, Inc, a member
BY: Mark E. Carbone, Vice President
Mark E. Carbone