



A26529

ACCOUNT NO. : 072100000032
REFERENCE : 626124 161599A
AUTHORIZATION : *Patricia Fugate*
COST LIMIT : \$ 105.00

ORDER DATE : June 17, 2002

ORDER TIME : 2:06 PM

ORDER NO. : 626124-010

400005737364--2

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates, Pa
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

DOMESTIC AMENDMENT FILING

NAME: RIVERLAKE WEST APARTMENTS,
LTD.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS:

APPROVE
AND
FILE

02 JUN 17 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FL 32304

RECEIVED
02 JUN 17 PM 2:26

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

6-17-02

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERLAKE WEST APARTMENTS, LTD.**

Pursuant to Section 620.109, Florida Statutes, **RIVERLAKE WEST APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate and Agreement of Limited Partnership originally filed with the Florida Department of State on June 2, 1988, as follows:

1. The name of the limited partnership is "Riverlake West Apartments, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2044.
7. The name and business address of the general partner is as follows:

Riverlake General Partner, Inc.
c/o Daryl Cramer & Associates, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

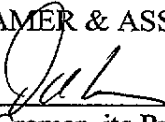
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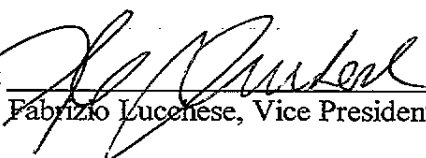
I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DARYL CRAMER & ASSOCIATES, P.A.

By: 
Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 14th day of June 2002 and is being filed in accordance with Section 620.109, Florida Statutes.

RIVERLAKE GENERAL PARTNER, INC.,
as General Partner

By: 
Fabrizio Lucchese, Vice President

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TALLAHASSEE, FLORIDA

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AND
FILED