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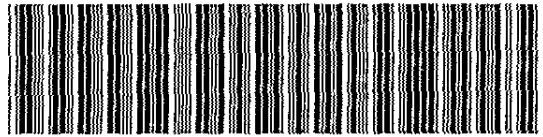
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 595715 4304959
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : \$ 52.50

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 27, 2004

ORDER TIME : 11:31 AM

ORDER NO. : 595715-025

CUSTOMER NO: 4304959

CUSTOMER: Susan Kelly
Nixon Peabody LLP
100 Summer Street

Boston, MA 02110-2131

FOREIGN FILINGS.

NAME: OAKWOOD VILLAGE, 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: _____

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
OAKWOOD VILLAGE LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 April 17, 1990, which was amended by First and Second Amendments thereto, filed August 13, 1990 and September 23, 1991, respectively, and by an Amended and Restated Agreement and Certificate of Limited Partnership, filed May 29, 1992, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Article 4, Section 4.2 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
(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.

Signature of Limited Partner:

BOSTON CAPITAL TAX CREDIT FUND III L.P.,
a Delaware limited partnership

By: Boston Capital Associates III L.P., its 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

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