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December 30, 1996 -01/08/97--01120--003
*****52.50 *****52.50

Florida Department of State
Division of Corporations
Attn: Registration Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Tropical Village Apartments, Ltd.
Our File No. 06753.0017

Gentlemen:

Attached please find:

1. Executed Amended Certificate of Limited Partnership, changing the General Partner and Limited Partner of Tropical Village Apartments, Ltd., together with check in the sum of \$52.50 covering same. I am enclosing an extra copy of the Amended Certificate for the purpose of certifying same. If there is any extra charge, if you would call me and let me know, I would be pleased to immediately send you a check for any difference.

2. The Limited Partnership Annual Report for the year 1997 for Tropical Village Apartments, Ltd., together with check in the sum of \$217.50 to cover this year's filing fee.

Kindly file this in the above order.

Sincerely yours,

BROAD AND CASSEL

MARWIN S. CASSEL, P.A.

MSC:er
Enclosures

Name	A30589	
Availability	A30589	
Document Examiner	GSH	
Updater	GSH	
Updater Verifier	GSH	
Acknowledgement	GSH	
W. P. Verifier	GSH	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 31 AM 10:10

**AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TROPICAL VILLAGE APARTMENTS, LTD.,
A Florida Limited Partnership**

1. The name of this limited partnership is TROPICAL VILLAGE APARTMENTS, LTD., (the "Partnership"), which was filed 9/12/90.

2. The principal address of the partnership is:

1111 Lincoln Road, Suite 800
Miami Beach, Florida 33139

3. The name and address of the registered agent of the Partnership is:

David Garfinkle
1111 Lincoln Road, Suite 800
Miami Beach, Florida 33139

4. The name and address of the General Partner of the Partnership is:

Director's Rights, Inc. ✓ P96000072425
1111 Lincoln Road, Suite 800
Miami Beach, Florida 33139

5. The mailing address of the Partnership is:

1111 Lincoln Road, Suite 800
Miami Beach, Florida 33139

6. The latest date upon which the Partnership is to be dissolved is December 31, 2050.

IN WITNESS WHEREOF, the undersigned General Partner of TROPICAL VILLAGE APARTMENTS, LTD. has executed this Amended Certificate of Limited Partnership this 30 day of December, 1996.

DIRECTOR'S RIGHTS, INC.

By: 
Allan M. Glaser, President

ACKNOWLEDGMENT ON PAGE 2



AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TROPICAL VILLAGE APARTMENTS, LTD.,
A Florida Limited Partnership
C O N T I N U E D

ACKNOWLEDGMENT OF ALLAN M. GLASER:

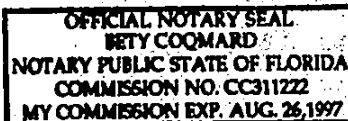
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ALLAN M. GLASER, President of DIRECTOR'S RIGHTS, INC., who executed the foregoing Amended Certificate of Limited Partnership and who acknowledged to me and before me that he executed this Amended Certificate as General Partner of said Partnership on this 30th day of December, 1996, and that:

- (☒) He is personally known to me
() Has produced _____ as identification
() Did take an oath
() Did not, take an oath.


Print name: Betty COOMARD
Notary Public
State of Florida at Large

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 31 AM 10:10

Handwritten signature