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NEW FILINGS	AMENDMENTS	
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AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF

SANCTUARY CENTRE, LIMITED

a Florida limited partnership

THE UNDERSIGNED, being the sole general partner of SANCTUARY CENTRE, LIMITED, a Florida limited partnership ("the Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on August 28, 1991, amended and restated on December 18, 1991, and further amended on August 4, 1993, hereby amends said Certificate of Limited Partnership of the Partnership as follows.

Section 6 is hereby deleted in its entirety and the following is substituted therefor:

6. The name of the General Partner of the Partnership and its address is as

follows:

AREIF II QRS, Inc. c/o Apollo Real Estate Advisors 1301 Avenue of the Americas, 38th Floor New York, NY 10019

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Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

This amendment is being filed within thirty (30) days from the date on which Sanctuary Centre Incorporated, a Florida corporation, merged with and into AREIF II QRS, Inc., a Delaware corporation, which occurred on February 4, 1999.

The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Sanctuary Centre, Limited this _____ day of February, 1999.

GENERAL PARTNER:

AREIF II QRS, INC., as successor by merger to Sanctuary Centre Incorporated

By Atunt Loems
Name: 3/P

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