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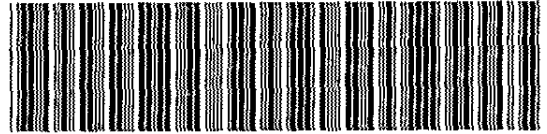
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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[Handwritten signature]

CSC.

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 591154

AUTHORIZATION

COST LIMIT : \$ 105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pajaro

ORDER DATE : April 26, 2004

ORDER TIME : 2:17 PM

ORDER NO. : 591154-060

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: MYSTIC POINT APTS., LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 27, 2004

CSC
DARLENE WARD

SUBJECT: MYSTIC POINT APTS., LTD.

FILED
04 APR 29 AM 10:29
SECRET
TALLAHASSEE
FLORIDA
Please give
submission date

We have received your document for MYSTIC POINT APTS., LTD. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

Our records show no entity by this name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 104A00027766

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FIRST AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MYSTIC POINTE APTS. LTD.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109 of the Florida Statutes, Mystic Pointe Apts. Ltd., a Florida limited partnership (the "Partnership"), adopts the following certificate of amendment to its certificate of limited partnership:

1. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Department of State on January 29, 1993. An Amended and Restated Certificate of Limited Partnership was filed with the Florida Department of State on November 7, 1994.

2. Ronnie C. Davis has withdrawn as General Partner of the Partnership. The name and address of the new sole General Partner is:

Norita V. Davis
20721 SW 46th Ave.
Newberry, Florida 32669

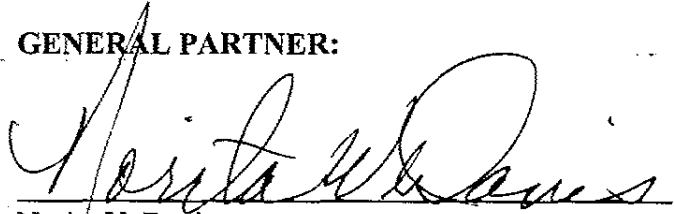
3. Except as stated herein, the Amended and Restated Certificate of Limited Partnership remains in full force and effect and no separate amendment to the Certificate of Limited Partnership exists.

4. Pursuant to the terms of the Certificate of Limited Partnership, the Limited Partner has consented and agreed to the assignment of all of the Estate of Ronnie C. Davis' right, title and interest as a General Partner of the Limited Partnership to Norita V. Davis.

5. This First Amendment to the Amended and Restated Certificate of Limited Partnership (this "certificate of Amendment") shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 15th day of March, 2004 as General Partner.

GENERAL PARTNER:



Norita V. Davis

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TALLAHASSEE, FLORIDA

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