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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

FLORIDA CITY APARTMENTS, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
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J. BRYAN

JUN - 5 2008

EXAMINER

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA CITY APARTMENTS, LTD.**

Pursuant to the provisions of Sections 620.1202 and 620.1115, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on September 15, 1993 (as subsequently amended by filings on April 4, 1994, March 15, 1996, March 27, 1997 and April 29, 2004), adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The current name of the Partnership is FLORIDA CITY APARTMENTS, LTD. (the "Partnership").
2. The address of the office where records shall be kept shall be 10227 Wincopin Circle, Columbia, Maryland 21044. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and business address of the General Partner shall be:

FSGP/FLORIDA CITY, LLC, a Florida limited liability company #L07000122395
10227 Wincopin Circle
Columbia, Maryland 21044
4. The mailing address of the Partnership is 10227 Wincopin Circle, Columbia, Maryland 21044.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2033.

The Certificate has been executed by the undersigned as of the ___ day of April, 2008.

FORMER GENERAL PARTNER:

**GMN AFFORDABLE HOUSING PARTNER IX,
INC., a Florida corporation**

By: [Signature]
Name: R. S. HUBBARD
Title: PRESIDENT

NEW GENERAL PARTNER:

**FSGP/FLORIDA CITY, LLC, a Florida limited liability
company**

By: Enterprise Community Partners, Inc., a Maryland
non-profit corporation, its sole member

By: _____
Name: _____
Title: _____

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FORMER GENERAL PARTNER:

**GMN AFFORDABLE HOUSING PARTNER IX,
INC.,** a Florida corporation

By: _____
Name: _____
Title: _____

NEW GENERAL PARTNER:

FSGP/FLORIDA CITY, LLC, a Florida limited liability company


By: Enterprise Community Partners, Inc., a Maryland non-profit corporation, its sole member

By: *Fanne E. Thomas*
Name: FANNE THOMAS
Title: Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for FLORIDA CITY APARTMENTS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation

By: 
Kristi L. Sullivan
Vice President

Dated this 4th day of June, 2008.

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