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LIMITED PARTNERSHIP AMENDMENT

RT WALDEN ASSOCIATES, LTD.

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

RT WALDEN ASSOCIATES, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on October 19, 1993, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

ARTICLE 2: The office and principal place of business of the Partnership is:

co/ The Related Companies, L.P., 60 Columbus Circle, New York, NY 10023

ARTICLE 4: The name and address of each general partner is:

RAP FL, LLC, c/o The Related Companies, L.P., 60 Columbus Circle, New York, NY 10023

Tacoloy Walden Pond, Inc., 645 N.W. 62nd Street, Suite 300, Miami, FL 33150

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Signature(s) of new general partner(s), if applicable:

BY: RAP FL, LLC, a general partner

BY: The Related Companies, Inc., a member

BY: Mark E. Carbone, Vice President

BY: Tacoloy Walden Pond, Inc, a general partner

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