

A9300001171

LAW OFFICE OF
ROBERTS, ISAF & SUMMERS
A PROFESSIONAL CORPORATION
SUITE 1100
500 NORTHPARK TOWN CENTER
1100 ABERNATHY ROAD, N.E.
ATLANTA, GEORGIA 30328

FACSIMILE
770-393-1741

TELEPHONE
770-551-9800

May 12, 1997

Secretary of State of
The State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
97 MAY 19 PM 2:30
TALLAHASSEE, FLORIDA

600002182636--1
-05/19/97--01051--001
*****\$2.50 *****\$2.50

Re: ZOM Metrowest II, Ltd.

Dear Madam/Sir:

In connection with the above-referenced Florida limited partnership, please find enclosed the following documents:

1. Amended Certificate of Limited Partnership for ZOM Metrowest II, Ltd. (the "Partnership"); and
2. A check in the amount of \$52.50 payable to the Secretary of State for the filing fee.

Please file the Amended Certificate of Limited Partnership for the Partnership and return the Certificate to me in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding this matter, please contact the undersigned at the number listed above.

Very truly yours,

ROBERTS, ISAF & SUMMERS


John T. Grieb

JTG/rvb
D:\RJP\00020765\0512.SOS.ltr

**AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZOM METROWEST II, LTD.**

Zom Metrowest II, Ltd., a limited partnership existing under the laws of the State of Florida, pursuant to Section 620-109, *et seq.*, of the Florida Statutes, amends its certificate of limited partnership filed on November 12, 1993, and now of record in the Office of the Department of State as follows:

Section 2 of the certificate, which now reads as follows:

The address of the record keeping office of the limited partnership is:

2269 Lee Road
Winter Park, Florida 32789;

is hereby amended to read as follows:

The address of the record keeping office of the limited partnership is:

7000 Central Parkway
Suite 1500
Atlanta, Georgia 30328.

Section 3 of the certificate, which now reads as follows:

The name and address of agent for service of process on the limited partnership is:

Eric Boschmons
2269 Lee Road
Winter Park, Florida 32789;

A93-1171
FILED
97 MAY 19 PM 2:30
TALLAHASSEE, FLORIDA

is hereby amended to read as follows:

The name and address of agent for service of process on the limited partnership is:

Robert Forlizzo, Esq.
13577 Feathersound Drive
Suite 300
Clearwater, Florida 34622.

FILED
97 MAY 19 PM 2:31
TALLAHASSEE, FLORIDA

Section 4 of the certificate, which now reads as follows:

The name and business address of each general partner is:

Zom Communities, Inc.
2269 Lee Road
Winter Park, Florida 32789

Zom Properties, Inc.
2269 Lee Road
Winter Park, Florida 32789

is hereby amended as follows:

The name and business address of the sole general partner is:

RJP Multifamily Management, L.L.C.
7000 Central Parkway
Suite 1500
Atlanta, Georgia 30328.

247-242

Section 5 of the certificate, which now reads as follows:

The mailing address for the limited partnership is:

Zom Metrowest II, Ltd.
2269 Lee Road
Winter Park, Florida 32789;

is hereby amended as follows:

The mailing address for the limited partnership is:

Zom Metrowest II, Ltd.
7000 Central Parkway
Suite 1500
Atlanta, Georgia 30328.

The above amendment to the certificate of limited partnership now on file was adopted by the vote required of all of the members of the limited partnership, to be effective as of May 8, 1997.

8/18 WHEREFORE, the undersigned have executed this Amendment to the Certificate on this day of May, 1997.

WITHDRAWING GENERAL PARTNERS

ZOM COMMUNITIES, INC.

By: [Signature]

Title: Exec. V.P.

ZOM PROPERTIES, INC.

By: [Signature]

Title: President

97 MAY 19 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NEWLY ADMITTED GENERAL PARTNER

RJP MULTIFAMILY MANAGEMENT, L.L.C.,

By: Raymond James Realty Advisors, Inc.,
Manager

By: [Signature]

J. Robert Love, President

ACCEPTANCE OF REGISTERED AGENT

I, ROBERT A. FORLIZZO, having a business address of 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622, do hereby accept my appointment as Registered Agent of ZOM METROWEST-II, LTD., a Florida limited partnership.

Dated: May 7, 1997


ROBERT A. FORLIZZO

FILED
97 MAY 19 PM 2:31
ST. CLAIR
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me this 7th day of May, 1997, personally appeared ROBERT A. FORLIZZO, who being duly sworn, deposes and says that he is the Registered Agent of ZOM METROWEST-II, LTD., a Florida limited partnership. He is personally known to me.


NOTARY PUBLIC

NAME: _____

SERIAL NUMBER: _____

NOTARY PUBLIC - STATE OF FLORIDA
JILL R. MOUSER
COMMISSION # CC809568
EXPIRES 12-22-2000
BONDED THRU ASA 1-888-NOTARY1