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ACCOUNT NO. : 072100000032

REFERENCE : 443560 4322606

AUTHORIZATION :

COST LIMIT : \$ 52.50

FILED
01 AUG 24 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 24, 2001

ORDER TIME : 12:26 PM

ORDER NO. : 443560-020

CUSTOMER NO: 4322606

100004555571--0

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Ms. Karen L. Roberts
Otten, Johnson, Robinson, Neff
Suite 1600
950 Seventeenth Street
Denver, CO 80202

BK

DOMESTIC AMENDMENT FILING

NAME: ZOM METROWEST-II, LTD.

*****FILE 4TH*****

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135
EXAMINER'S INITIALS: _____

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

01 AUG 24 AM 9:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, as amended by amendment filed on May 19, 1997, and now of record in the Office of the Department of State as follows:

Section 4 of the certificate, which now reads 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;

is hereby amended as follows:

The name and business address of each general partner is:

SHLP Acquisition Corp., a Georgia corporation, Trustee, as trustee for the RJRA-I Trust, pursuant to that certain Declaration of Trust dated April 26, 1994, acting solely in its capacity as trustee and not individually
c/o RJRA-I Trust
7000 Central Parkway
Suite 1500
Atlanta, Georgia 30328

SHLP Realty Advisors, Inc.
7000 Central Parkway
Suite 1500
Atlanta, Georgia 30328.

KLG 714

The above amendment to the Certificate of Limited Partnership now on file was adopted by the vote required of all of the partners of the limited partnership, to be effective as of August 24, 2001.

WHEREFORE, the undersigned have executed this Second Amendment to the Certificate of Limited Partnership on this 23rd day of August, 2001.

WITHDRAWING GENERAL PARTNER

SHLP MULTIFAMILY MANAGEMENT, LLC,
a Georgia limited liability company, formerly
known as RJP Multifamily Management, L.L.C.

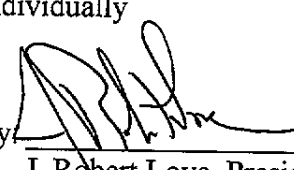
By: SHLP Realty Advisors, Inc., a Florida
corporation, as Manager

By: 
Jerome Siegmán, Vice President

NEWLY ADMITTED GENERAL PARTNERS:

RJRA-I TRUST

By: SHLP Acquisition Corp., a Georgia
corporation as Trustee, as trustee of RJRA-I
Trust, pursuant to that certain Declaration of
Trust dated April 26, 1994, as amended, acting
solely in its capacity as trustee and not
individually

By: 
J. Robert Love, President

SHLP REALTY ADVISORS, INC.,
a Florida corporation

By: 
Jerome Siegmán, Vice President