



THE UNITED STATES
CORPORATION
COMPANY

A93000001325

FILED STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 5:12

ACCOUNT NO. : 072100000032

REFERENCE : 565383 4354379

AUTHORIZATION :

COST LIMIT : \$ 157.50

ORDER DATE : January 26, 2000

ORDER TIME : 4:40 PM

ORDER NO. : 565383-015

CUSTOMER NO: 4354379

CUSTOMER: Carolyn Snider, Legal Asst
Foley & Lardner
The Greenleaf Building
200 Laura Street
Jacksonville, FL 32202-3527

9000003130709--4

DOMESTIC AMENDMENT FILING

NAME: MELROSE APARTMENTS OF
GAINESVILLE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

File 2nd

RECEIVED
00 FEB 10 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
2/10/00

AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
MELROSE APARTMENTS OF GAINESVILLE, LTD.
a Florida limited partnership

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned general partner, desiring to amend the Certificate of Limited Partnership of Melrose Apartments of Gainesville, Ltd., hereby states the following:

1. The name of the Partnership is Melrose Apartments of Gainesville, Ltd.
2. The Certificate of Limited Partnership of Melrose Apartments of Gainesville, Ltd. was filed with the Florida Department of State on December 8, 1993, as thereafter amended.
3. The Certificate of Limited Partnership of the Partnership is hereby further amended as follows:
 - a. The name and address of the general partner being admitted to the Partnership is Integroup Gainesville 1, LLC, a Florida limited liability company, 7077 Bonneval Road, Suite 600, Jacksonville, FL 32216. *L 000001285*
 - b. Integroup Development Corp. of Gainesville, a Florida corporation, hereby withdraws as the general partner of the Partnership.

Integroup Gainesville 1, LLC was admitted as a general partner and Integroup Development Corp. of Gainesville withdrew as general partner of the Partnership effective January 27, 2000.

- c. Pursuant to authority granted to the general partner in the Agreement of Limited Partnership of the Partnership, Integroup Gainesville 1, LLC hereby elects to continue the business of the Partnership following the withdrawal of Integroup Development Corp. of Gainesville as general partner.

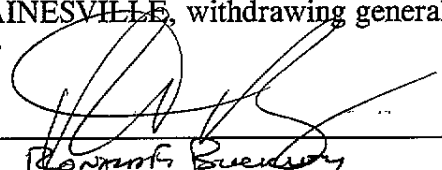
The execution of this Certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amendment to the Certificate of Limited Partnership of Melrose Apartments of Gainesville, Ltd. has been duly executed by all the general partners of the Partnership this 27th day of January, 2000, and is being filed in accordance with Section 620.109, Florida Statutes.

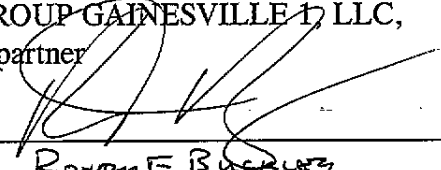
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GENERAL PARTNERS

INTEGROUP DEVELOPMENT CORP.
OF GAINESVILLE, withdrawing general
partner

By: 
Name: Ron F. Buckner
Title: Pres.

INTEGROUP GAINESVILLE 1, LLC,
general partner

By: 
Name: Ron F. Buckner
Title: CEO