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LIMITED PARTNERSHIP AMENDMENT

RELATED/WINCHESTER, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

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

RELATED/WINCHSTER, 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 March 2, 1984, 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:

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

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

#M03000003760
RAP FL, LLC, c/o The Related Companies, L.P., 60 Columbus Circle, New York, NY 10023

Jubilee Group, Inc., 1800 S.W. 1st Street #206, Miami, FL 33135

#N00000001961

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:

By: Related Homestead Inc.
Matthew J. Allen, VP

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

Mark E. Carbone

BY: Jubilee Group, Inc., a general partner

BY: Francis V. Goddard, Vice President

Francis V. Goddard

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