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Mark H. Muller  
David L. Petersen  
Leo J. Salvatori  
Joseph D. Zaks

May 1, 1998

Return to  
PIU ASIP

Attorneys' Title Insurance Fund, Inc.  
Attn: Barb  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Re: RFR Amerilife, Ltd., RFR University Townhouse Apartments, Ltd.  
and RFR Hamilton Pointe, Ltd.

Dear Barb:

Enclosed are amendments to partnership agreement for RFR Amerilife Ltd., RFR University Townhouse Apartments, Ltd. and RFR Hamilton Pointe, Ltd. Also enclosed are checks for payment of the filing fees for each. I would appreciate your processing the same through the State and forwarding the certified copies to me via the usual route.

As always, please let me know if you should have any questions.

Respectfully,

QUARLES & BRADY

*Karen Loper*

Karen Loper  
Clerical Legal Assistant

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-05/04/98--01077--001  
\*\*\*105.00 \*\*\*105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 3:12  
RECEIVED  
98 MAY -4 PM 2:07  
DIVISION OF CORPORATIONS

/kl

enclosures

BK  
5/4/98

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

FOR

RFR HAMILTON POINTE, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 3:12

Pursuant to Section 620.109, Florida Statutes, RFR HAMILTON POINTE, LTD., a Florida limited partnership, does hereby amend its Certificate of Limited Partnership, and states as follows:

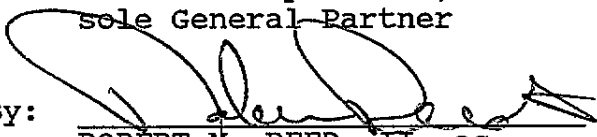
1. The name of the limited partnership is RFR Hamilton Pointe, Ltd.
2. The date of filing the Certificate of Limited Partnership was August 19, 1994.
3. On January 1, 1998, Robert M. Reed, II assigned his interest as sole General Partner of RFR Hamilton Pointe, Ltd., to Reed Development Company, a Florida corporation, which accepted said assignment. *F13509*
4. Said assignment was achieved with the consent of all limited partners of RFR Hamilton Pointe, Ltd., who do hereby join in this Amendment for that purpose.
5. In all other respects, the Certificate of Limited Partnership for RFR Hamilton Pointe, Ltd. remains unchanged.

Dated this 1st day of January, 1998.

RFR HAMILTON POINTE, LTD., a Florida limited partnership

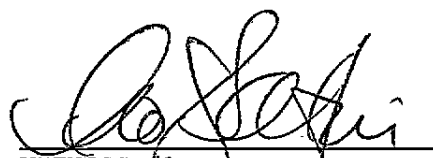
(Corporate Seal)

By: REED DEVELOPMENT COMPANY, a Florida corporation, as its sole General Partner

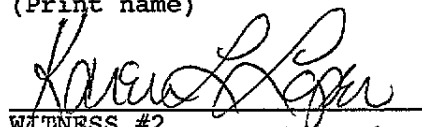
By: 

ROBERT M. REED, II, as President

REED DEVELOPMENT COMPANY  
4102-B Quixote Blvd.  
Tampa, FL 33613



WITNESS #1  
ROBERT SALVATORI  
(Print name)



WITNESS #2  
KAREN L. LOPER  
(Print name)

JOINDER BY LIMITED PARTNER:

Ann M Tucker

WITNESS #1

Ann M Tucker  
(Print name)

Robert M Freeman

ROBERT M. FREEMAN

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAY -4 PM 3:12  
DIVISION OF CORPORATIONS

Kelley Ulrich

WITNESS #2

Kelley Ulrich  
(Print name)

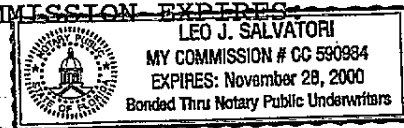
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 1997, by Robert M. Reed, II, as President of REED DEVELOPMENT COMPANY, a Florida corporation, as General Partner of RFR HAMILTON POINTE, LTD., a Florida limited partnership, who is personally known to me.

Leo J. Salvatori

NOTARY PUBLIC

Leo J. Salvatori  
Typed or printed name of Notary  
MY COMMISSION EXPIRES:



STATE OF New York  
COUNTY OF Westchester

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by ROBERT F. FREEMAN, [] who is personally known to me or [] who has produced \_\_\_\_\_ as identification.

Robert T. Tucker

NOTARY PUBLIC

Robert T. Tucker  
Typed or printed name of Notary  
MY COMMISSION EXPIRES:

ROBERT T. TUCKER  
Notary Public, State of New York  
No. 02TU5009681  
Qualified in Westchester County  
Commission Expires March 15, 1999