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AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 87.50

ORDER DATE : February 28, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 277200-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant 400002101504--1
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: N.Y. STATE APARTMENT
BUILDERS IV, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A95-546

Name Availability	<i>OK</i>
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Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

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AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

N.Y. STATE APARTMENT BUILDERS IV, LTD.

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting all of the general partners of N.Y. STATE APARTMENT BUILDERS IV, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The name of the Partnership is N.Y. STATE APARTMENT BUILDERS IV, LTD.

2. The date of the filing of the original certificate of limited partnership was April 5, 1995.

3. Paragraph 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. The names and business addresses of each of the general partners are:

CED CAPITAL HOLDINGS VI, LTD., a Florida *A94-1674*
limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751

CDC BAYWIND CORP., a New York corporation *F97-736*
qualified to transact business in Florida
2100 Middle Country Road, Suite 300
Centerreach, New York 11720-3576

4. CED Capital Holdings VI, Ltd. shall be the Managing General Partner of the Partnership. As Managing General Partner, CED Capital Holdings VI, Ltd. shall be required to approve of all Partnership actions before such actions shall be deemed to be effective.

5. This Certificate of Amendment may be executed in several counterparts, each of which shall be deemed to be an original copy and all of which together shall constitute one certificate binding on all parties hereto, notwithstanding that all the parties shall not have signed the same counterpart.

7th The undersigned have hereunto set their hands and seals this day of February, 1997.

MANAGING GENERAL PARTNER:

CED CAPITAL HOLDINGS VI, LTD., a
Florida limited partnership

By: CED Construction, Inc., a
Florida corporation, its
managing general partner

By: J. P. Brock
Jay P. Brock
Vice President

NEWLY ADMITTED GENERAL PARTNER:

CDC BAYWIND CORP., a New York
corporation

By: Wilbur Klatsky
Wilbur Klatsky, President

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