



THE UNITED STATES  
CORPORATION  
COMPANY

A95000000546

ACCOUNT NO. : 072100000032

REFERENCE : 891510 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 105.00

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUL 15 PM 12:59

ORDER DATE : July 14, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 891510-005

800002588488-4

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
Broad And Cassel  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

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

(3)

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

B/R

7/15/98

RECEIVED  
98 JUL 15 AM 10:45  
DIVISION OF CORPORATIONS

**SECOND AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
N.Y. STATE APARTMENT BUILDERS IV, LTD.**

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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 current 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 of the Partnership was April 5, 1995, and the date of the filing of the first amendment to the original certificate of limited partnership of the Partnership was February 28, 1997 (collectively, the "Certificate").

3. Paragraph 1 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"1. The name of the Partnership shall be FORGE RIVER POINTE PARTNERS, LTD."

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

"3. The name and business address of the general partner is:

**CED CAPITAL HOLDINGS VI, LTD.**, a Florida limited  
partnership  
1551 Sandspur Road  
Maitland, Florida 32751."

A94000001674

5. Upon the execution and filing of this Amendment, CED Capital Holdings VI, Ltd., a Florida limited partnership, will be the sole general partner of the Partnership.

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

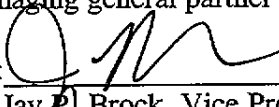
The undersigned have hereunto set their hands and seals this 5<sup>th</sup> day of June, 1998.

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**REMAINING GENERAL PARTNER**

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

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

By:   
Jay P. Brock, Vice President

**WITHDRAWING GENERAL PARTNER:**

**CDC BAYWIND CORP.**, a New York corporation

By:   
Wilbur Klatsky, President