



**THE UNITED STATES
CORPORATION
COMPANY**

A95000000547

ACCOUNT NO. : 072100000032

REFERENCE : 268690 4381472

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 PM 4: 32

ORDER DATE : June 9, 1999

ORDER TIME : 2:33 PM

ORDER NO. : 268690-005

900002899959-1-8

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 PM 4: 32

DOMESTIC AMENDMENT FILING

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

EFFECTIVE DATE:

8991700031244

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: Tamara Odom

EXAMINER'S INITIALS: *hK*

6/11/99

RECEIVED
99 JUN -9 PM 3: 19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
N.Y. STATE APARTMENT BUILDERS V, LTD.**

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

1. The current name of the Partnership is N.Y. STATE APARTMENT BUILDERS 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 July 20, 1998, and the date of the filing of the second amendment to the original certificate of limited partnership of the Partnership was May 7, 1999.

3. 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 of the Partnership is:

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

The undersigned have hereunto set their hands and seals this 4 day of June, 1999.

INCOMING GENERAL PARTNER:

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

By: CED Capital Holdings IX, Inc., a Florida corporation,
its managing general partner

By: [Signature]
Alan H. Ginsburg, President

WITHDRAWING GENERAL PARTNER:

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

By: CED Capital Holdings X, Inc., a Florida corporation,
its managing general partner

By: [Signature]
Alan H. Ginsburg, President