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May 1, 1998

Return to
PLU ASAP

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

Kara

Karen Loper
Clerical Legal Assistant

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enclosures

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NYC
5/4/98

FILED
DIVISION OF CORPORATIONS
98 MAY 11 AM 12:07

FILED
DIVISION OF CORPORATIONS
98 MAY 4 PM 3:10

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

FOR

RFR AMERILIFE, LTD.

FILED OF STATE
SECRETARY OF CORPORATIONS
JAN 11 - 4 PM 3:10

Pursuant to Section 620.109, Florida Statutes, RFR AMERILIFE, 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 Amerilife, Ltd.
2. The date of filing the Certificate of Limited Partnership was June 28, 1995.
3. On January 1, 1998, Robert M. Reed, II assigned his interest as sole General Partner of RFR Amerilife, Ltd., to Reed Development Company, a Florida corporation, which accepted said assignment. F 13 509
4. Said assignment was achieved with the consent of all limited partners of RFR Amerilife, Ltd., who do hereby join in this Amendment for that purpose.
5. In all other respects, the Certificate of Limited Partnership for RFR Amerilife, Ltd. remains unchanged.

Dated this 1st day of January, 1998.

RFR AMERILIFE, LTD., a Florida
limited partnership

(Corporate Seal)

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

By: Robert M. Reed, II
Robert M. Reed, II, as
President

WITNESS #1

Luigi Salvatori
(Print name)

WITNESS #2

KAREN L. LOPER
(Print name)

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

JOINDER BY LIMITED PARTNER:

Ann M. Tucker

WITNESS #1

Ann M. Tucker
(Print name)

Kelley Ulrich

WITNESS #2

Kelley Ulrich
(Print name)

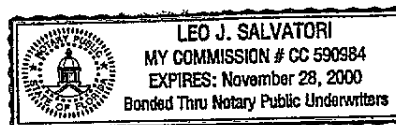
Robert M. Freeman
ROBERT M. FREEMAN

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 11 PM 3:10

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by Robert M. Reed, II, as President of REED DEVELOPMENT COMPANY, a Florida corporation, as General Partner of RFR AMERILIFE, 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 M. 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