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ACCOUNT NO. : 072100000032

REFERENCE : 581226 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 15, 2002

ORDER TIME : 12:54 PM

ORDER NO. : 581226-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: ROOSEVELT SQUARE LIMITED
LIABILITY LIMITED PARTNERSHIP

EFFECTIVE DATE:

100005538074--1
-05/15/02--01049--006
*****52.50 *****52.50

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: **BK**

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124
EXAMINER'S INITIALS:

FILED
02 MAY 15 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 15 PM 1:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 MAY 15 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROOSEVELT SQUARE LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited liability limited partnership is Roosevelt Square Limited Liability Limited Partnership (the "Partnership").

2. The Certificate of Limited Partnership was filed with the Secretary of State on January 2, 1997. An Amendment to the Certificate of Limited Partnership was filed with the Secretary of State on May 30, 2001.

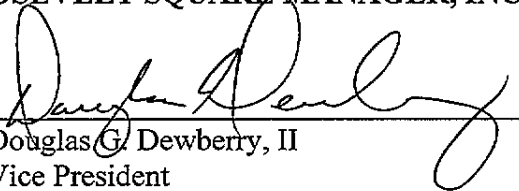
3. Article V. of the Certificate of Limited Partnership is hereby amended to remove Dewberry Capital Corporation as a General Partner, effective April 18, 2002, so that after amendment, Article V. shall read as follows:

"V. The name and business address of the General Partner are as follows:
Roosevelt Square Manager, Inc., 1545 Peachtree Street, Suite 250, Atlanta, Georgia
30309."

PC2000023128

IN WITNESS WHEREOF, Roosevelt Square Limited Liability Limited Partnership has caused this Certificate to be signed in its name by its General Partner this 13th day of May, 2002.

ROOSEVELT SQUARE MANAGER, INC.

By: 
Douglas G. Dewberry, II
Vice President

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