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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Baybridge Apartments Ltd.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
BAYBRIDGE APARTMENTS, LTD.**

The undersigned, hereby signs this Certificate of Amendment to Certificate of Limited Partnership for Baybridge Apartments, Ltd. ("Certificate of Amendment") for the purpose of amending certain information appearing in the Certificate of Limited Partnership filed on January 28, 1997, on behalf of Baybridge Apartments, Ltd., a Florida limited partnership (the "Partnership"). This Certificate of Amendment has been duly executed and is being filed in accordance with Section 620.109, Florida Statutes. The amendment to the Certificate of Limited Partnership being effected hereby is as follows:

1. Echelon Affordable Housing, Inc. hereby withdraws as the General Partner of the Partnership and the name and business address of the new General Partner admitted to the Partnership are as follows:


Echelon General Partner Affordable Housing, Inc.
One Progress Plaza, Suite 1500
St. Petersburg, FL 33701

1998-14798

2. Except as noted above the information currently listed on the Partnership's Certificate of Limited Partnership is unchanged.

DATED this 16 day of February, 1998.

ECHELON AFFORDABLE HOUSING, INC.

By: 
Raymond F. Higgins, President

ECHELON GENERAL PARTNER AFFORDABLE HOUSING, INC.

By: 
Raymond F. Higgins, President

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