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Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

BURLINGTON RESIDENTIAL, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

A97-737

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Fax Audit No.: H000000350181

Baker & Hostetler LLP
P.O. Box 112
Orlando, FL 32801
(407) 649-4000

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

BURLINGTON RESIDENTIAL, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 31, 1997, adopts the following certificate of amendment to its certificate of limited partnership

FIRST: Amendment(s). (indicate article number(s) being amended, added, or deleted)

See Exhibit A attached hereto and incorporated herein by reference.

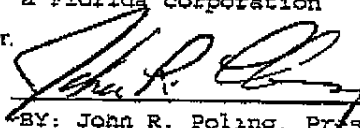
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SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

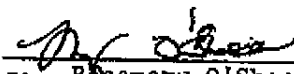
Baron Capital XLIX, Inc.
a Florida corporation

THIRD: Signature(s)

Signature of current general partner.


BY: John R. Poling, President

Signature of New Registered Agent: A.G.C. Co


BY: Rosemary O'Shea
As: Vice President

Baker & Hostetler LLP
Post Office Box 112
Orlando, Florida 32802
(407) 649-4000

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Exhibit A
to
Certificate of Amendment
to
Certificate of Limited Partnership
of
BURLINGTON RESIDENTIAL, LTD.

The Certificate of Limited Partnership of Burlington Residential, Ltd. is hereby amended by striking therefrom Article 2 in its entirety and by adding a new Article 2 to read as hereafter set forth in full:

The address of the office and the name and address of the agent for service of process required to be maintained by F.S. §620.105 is:

A.G.C. Co.
200 South Orange Avenue
SunTrust Center, Suite 2300
Orlando, Florida 32801-3432

The Certificate of Limited Partnership of Burlington Residential, Ltd. is hereby amended by striking therefrom Article 3 in its entirety and by adding a new Article 3 to read as hereafter set forth in full:

The name and business address of the General Partner is:

Baron Capital XLIX, Inc
150 E. Gay St., 22nd Floor
Mail Stop OH1-1222
Columbus, Ohio 43215

The Certificate of Limited Partnership of Burlington Residential, Ltd. is hereby amended by striking therefrom Article 4 in its entirety and by adding a new Article 4 to read as hereafter set forth in full:

The principal address and the mailing address of the Limited Partnership is:

150 E. Gay St., 22nd Floor
Mail Stop OH1-1222
Columbus, Ohio 43215

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