

Feb-23-2001

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From: BAKER & HOSTETTLER LLP

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Florida Department of State
Division of Corporations
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From:

Account Name : BAKER & HOSTETTLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

LIMITED PARTNERSHIP AMENDMENT

BURLINGTON RESIDENTIAL, LTD.

Certificate of Status	0
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**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.

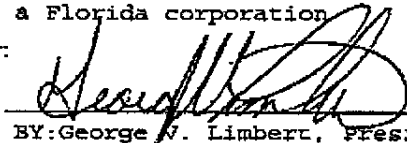
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SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State

Baron Capital XLIX, Inc.
a Florida corporation

THIRD: Signature(s)

Signature of current general partner:


BY: George V. Limbert, President

Signature(s) of new general partner(s), if applicable:

BY:

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 3 in its entirety and by adding a new Article 3 to read as hereafter set forth in full:

The name and address of the General Partner is:

Baron Capital XLIX, Inc. *997-28616*
c/o PEI-GP III, LLC
6880 Tussing Road
Reynoldsburg, Ohio 43068
Attention: George V. Limbert

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TALLAHASSEE, FLORIDA

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 for the Limited Partnership is:

c/o PEI-GP III, LLC
6880 Tussing Road
Reynoldsburg, Ohio 43068
Attention: George V. Limbert