497000014

ACCOUNT NO.

072100000032

REFERENCE

465513

149697A

AUTHORIZATION

COST LIMIT

5 61.25

ORDER DATE: July 17, 1997

ORDER TIME : 10:49 AM

ORDER NO. :

465513-005

700002245147--3

CUSTOMER NO:

149697A

CUSTOMER: Karen M. Brown, Legal Swann Hadley Denion & Alvarez,

P. O. Box 1961

Winter Park, FL 32790-1961

DOMESTIC AMENDMENT FILING

NAME:

AMERICAN CAPITAL GROUP II ASSETS LIMITED PARTNERSHIP

EFFICTIVE DATE:

CERTIFICATE OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban EXAMINER'S INITIALS:

BIVISION BE CORPORATIONS
BY SECRETARY OF STATEONS
BY SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO LIMITED PARTNERSHIP OF AMERICAN CAPITOL GROUP II ASSETS LIMITED PARTNERSHIP

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership amends its certificate of limited partnership, and states as follows:

- 1. The name of the limited partnership is American Capitol Group II Assets Limited Partnership.
- 2. The Certificate of Limited Partnership was filed with the Secretary of State Division of Corporations on June 30, 1997.
- 3. The amendment to the Certificate of Limited Partnership of American Capitol Group II Assets Limited Partnership is as follows:

Section 1 is hereby deleted in its entirety and the following is substituted therefor:

1. The name of the partnership is: Residential Communities of Florida, Ltd.

Signed this 15th day of July, 1997.

Signature of sole general partner

Residential communities of Florida, Inc.

BY:

Richard 'R. Swann Vice President

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