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TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

TEQUESTA KNOLL APARTMENTS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	05
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEQUESTA KNOLL APARTMENTS, LTD.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of §620.1202 and §620.1115, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on August 26, 1997 (as subsequently amended by that certain filing on March 9, 1998), adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The current name of the Partnership is TEQUESTA KNOLL APARTMENTS, LTD. (the "Partnership").

2. The address of the office where records shall be kept shall be 10227 Wincopin Circle, Columbia, Maryland 21044. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. The name and business address of the General Partner shall be:

FSGP/TEQUESTA KNOLL, LLC, a Florida limited liability company
10227 Wincopin Circle
Columbia, Maryland 21044

607-122406

4. The mailing address of the Partnership is 10227 Wincopin Circle, Columbia, Maryland 21044.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2046.

SIGNATURES TO FOLLOW ON NEXT PAGE

Amended and Restated COLP - Tequesta Knoll Apartments, Ltd.

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The Certificate has been executed by the undersigned this 12th day of August, 2008.

WITHDRAWING GENERAL PARTNERS:**GMN-TEQUESTA, INC.**, a Florida corporation

By: [Signature] PRES
Name: R. SIBBLEY
Title: PRESIDENT

ANI-TEQUESTA, INC., a Florida corporation

By: _____
Name: _____
Title: _____

GREATER MIAMI NEIGHBORHOODS, INC.,
a Florida corporation

By: [Signature] PRES
Name: R. SIBBLEY
Title: PRESIDENT

INCOMING GENERAL PARTNER:**FSGP/TEQUESTA KNOLL, LLC**, a Florida
limited liability company

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: _____
Name: _____
Title: _____

2008.

The Certificate has been executed by the undersigned this 12th day of August, 2008.

WITHDRAWING GENERAL PARTNERS:

GMN-TEQUESTA, INC., a Florida corporation

By: [Signature] PRES
Name: R. STABLEY
Title: PRESIDENT

ANI-TEQUESTA, INC., a Florida corporation

By: [Signature] SP
Name: David O. Decker
Title: Vice President

GREATER MIAMI NEIGHBORHOODS, INC.,
a Florida corporation

By: [Signature] PRES
Name: R. STABLEY
Title: PRESIDENT

INCOMING GENERAL PARTNER:FSGP/TEQUESTA KNOLL, LLC, a Florida
limited liability company

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: _____
Name: _____
Title: _____

Amended and Restated COLP - Tequesta Knoll Apartments, Ltd.

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The Certificate has been executed by the undersigned this 12th day of August, 2008.

WITHDRAWING GENERAL PARTNERS:**GMN-TEQUESTA, INC., a Florida corporation**

By: _____
Name: _____
Title: _____

ANI-TEQUESTA, INC., a Florida corporation

By: _____
Name: _____
Title: _____

**GREATER MIAMI NEIGHBORHOODS, INC.,
a Florida corporation**

By: _____
Name: _____
Title: _____

INCOMING GENERAL PARTNER:**FSGP/TEQUESTA KNOLL, LLC, a Florida
limited liability company**

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: [Signature]
Name: KATH G. THOMAS
Title: Vice President

Amended and Restated COLP - Tequesta Knoll Apartments, Ltd.

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TEQUESTA KNOLL APARTMENTS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: _____


Janice C. Myers,
Vice President

Dated this 12th day of August, 2008.

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TALLAHASSEE FLORIDA

Amended and Restated COLP - Tequesta Knoll Apartments, Ltd.

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