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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ
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NAME: VILLA ESPERANZA ASSOCIATES, LTD.

AUDIT NUMBER.....H98000007669

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1998

VILLA ESPERANZA ASSOCIATES, LTD,
2121 PONCE DE LEON BLVD.
PENTHOUSE II
CORAL GABLES, FL 33134

SUBJECT: VILLA ESPERANZA ASSOCIATES, LTD.
REF: A97000002039

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000007669
Letter Number: 798A00022079

FAX AUDIT NO. H98000007669 8

FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

OF

VILLA ESPERANZA ASSOCIATES, LTD.

THIS FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF VILLA ESPERANZA ASSOCIATES, LTD. (the "Partnership"), is made as of this 23rd day of April, 1998, by and between CORNERSTONE VILLA ESPERANZA, INC. ("Cornerstone"), a Florida corporation, as general partner, and VILLA ESPERANZA APARTMENTS, INC. ("Villa Apartments"), a Florida corporation.

WHEREAS, the Partner desires to amend the Certificate of Limited Partnership dated as of September 22, 1997 ("Original Agreement"), to provide for the addition of Villa Apartments as a general partner and naming of Cornerstone as managing general partner of the Partnership;

In consideration of the mutual covenants herein contained, the parties do hereby agree:

1. Amendment. The Original Agreement shall be amended to add the following as a general partner of the Partnership:

pas-35956
**VILLA ESPERANZA APARTMENTS, INC.
480 Opa Locka Boulevard
Suite 20
Opa Locka, Florida 33054**

The original General Partner, CORNERSTONE VILLA ESPERANZA, INC. a Florida corporation is designated as the Managing General Partner of the Partnership.

Prepared By and Return to:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
(305) 577-4167

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2. **Confirmation.** In all other respects, the Original Agreement is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, this First Amendment to the Certificate of Limited Partnership has been made and executed on the day first above mentioned.

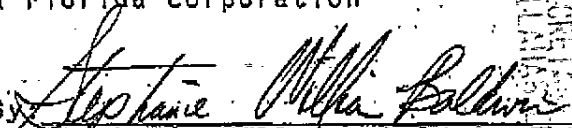
VILLA ESPERANZA ASSOCIATES, LTD., a
Florida limited partnership

BY: CORNERSTONE VILLA ESPERANZA,
INC., as Managing General Partner

By: 
Jorge Lopez, Vice President

G:\LMS\Cornerstone\Villa Esp\Amend to CLP (add VEA).wpd

VILLA ESPERANZA APARTMENTS, INC
a Florida corporation

By: 
Stephanie Williams-Baldwin
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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