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TRANSMITTAL LETTER

TO:

Registration Section

Division of Cor	porations		
SUBJECT:	Keys Holding Ventu	ıre Limited Partnership	
		imited Partnership)	
DOCUMENT NUMBE	R: A970000	02773	
The enclosed Certificate	of Amendment and fee(s) are su	abmitted for filing.	
Please return all correspo	ondence concerning this matter t	to the following:	
		R. Nickerson	
	(Nar	ne of Person)	
	Klingbeil Multi	family Fund V, L.P.	
	(Fin	m/Company)	
		Street, 11th Floor	
	(Address)	
		s, OH 43215	
	(City/Sta	ite and Zip Code)	
For further information c	oncerning this matter, please cal	u:	05 III:R 25 IÀLL
George	R. Nickerson	at (614) 220-8900	6 69
	(Name of Person)	(Area Code & Daytime Te	lephone Number)
Enclosed is a check for the	ne following amount:		
₩ \$52.50 Filing Fee	□ \$61.25 Filing Fee & Certificate of Status	Certified Copy	113.75 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)
STREET ADDI Registration Sec Division of Corp 409 E. Gaines St Tallahassee, Flo	tion porations treet	MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314	

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

Keys Holding Venture Limited Partnership
(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 December 18, 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)
The name and business address of the General Partner is:
Klingbeil Multifamily Fund V, L.P. 21 W. Broad Street, 11th Floor Columbus, OH 43215 SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.
THIRD: Signature(s) Signature of current general partner: American Apartment Communities Keys Holding, Inc. George R. Nickerson, Vice President
Signature(s) of new general partner(s), if applicable:
Klingbeil Multifamily Fund V, L.P.
By: KMF V Associates, LLG

George R. Nickerson, Vice President