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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 322143 4111D

AUTHORIZATION :

COST LIMIT : \$ 52.50

ORDER DATE : November 16, 2007

ORDER TIME : 3:20 PM

ORDER NO. : 322143-010

CUSTOMER NO: 4111D

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DOMESTIC AMENDMENT FILING

NAME: WORTHWHILE DEVELOPMENT IV,  
LTD.

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED CERTIFICATE AND AFFIDAVIT OF LIMITED  
PARTNERSHIP  
OF  
WORTHWHILE DEVELOPMENT IV, LTD.**

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Pursuant to Fla. Stat. § 620.1101, the undersigned limited partnership (the "Partnership") hereby duly executes this Amended and Restated Certificate and Affidavit of Limited Partnership to amend and restate that certain Certificate and Affidavit of Limited Partnership of Worthwhile Development IV, Ltd. filed with the Florida Department of State on January 16, 1998 (the "Certificate"). The Certificate is hereby amended and restated as follows:

1. Name of Partnership: Worthwhile Development IV, Ltd.
2. The Certificate is hereby amended to reflect the mailing address of the Partnership as follows:

The mailing address of the Partnership is 16400 Nelson Park Drive, Clermont, Florida 34711.

3. The Certificate is hereby amended to reflect the address of the registered office of the Partnership as follows:

The address of the registered office of the Partnership is 1201 Hays Street, Tallahassee, Florida 32301.

4. The Certificate is hereby amended to reflect the name and address of the registered agent of the Partnership as follows:

The name of the registered agent is Corporation Service Company, whose address is 1201 Hays Street, Tallahassee, Florida 32301.

5. The Certificate is hereby amended as follows to reflect that Worthwhile Development IV, Inc., a Florida corporation, is no longer the general partner of the Partnership (or a partner of any kind) and that Nelson Park, LLC, a Florida limited liability company has been appointed the general partner of the Partnership:

The name and address of the General Partner of the Partnership are as follows:

NAME

BUSINESS ADDRESS

Nelson Park, LLC

16400 Nelson Park Drive  
Clermont, FL 34711

#L07000115196

6. The remaining Partners, by their execution of this Amended and Restated Certificate and Affidavit of Limited Partnership hereby agree to the continuation of the Partnership and consent to the appointment of Nelson Park, LLC as general partner of the Partnership.

7. This Amended and Restated Certificate and Affidavit of Limited Partnership has been duly executed and is being filed with in accordance with the provisions of Fla. Stat. § 620.1202.

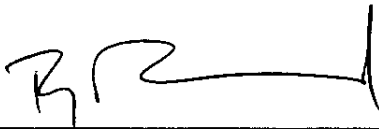
8. This Amended and Restated Certificate and Affidavit of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

**[SIGNATURES ON FOLLOWING PAGE]**

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GENERAL PARTNER:

NELSON PARK, LLC, a Florida limited liability company

By   
Name Bryan Townsend  
Title Manager

LIMITED PARTNER:

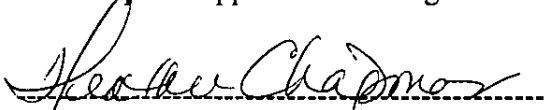
KEY INVESTMENT FUND, LIMITED PARTNERSHIP XXII, an Ohio limited partnership

By: Key Affordable Housing Corp., its general partner

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

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Having been named as registered agent to accept service of process for Worthwhile Development IV, Ltd. at the place designated in the above certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Corporation Service Company  
Heather Chapman, Assistant Vice President

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