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HJH

July 17, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

A98-765

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RE: Marianna Hall Apartments, Ltd.

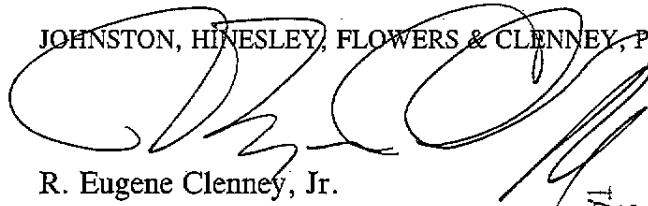
Dear Sir or Madam:

I enclose, for recording in your offices, a First Amendment to Amended and Restated Certificate of Limited Partnership and Affidavit of Capital Contributions for the captioned limited partnership, together with one copy for acknowledgment to the undersigned in the enclosed, pre-paid, self-addressed envelope. Also enclosed is our firm's check No. 17903 in the amount of \$52.50 to cover applicable filing fees.

Please call should you have any questions in this matter. Thank you for your assistance.

Very truly yours,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.



R. Eugene Clenney, Jr.

REC/sb

Enclosure

01 JUL 19 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**FIRST AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
MARIANNA HALL APARTMENTS, LTD.
A Florida Limited Partnership**

Pursuant to the provisions of section 620.109 Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 25, 1998, as amended by that certain Amended and Restated Certificate of Limited Partnership and Affidavit of Capital Contributions filed with the Florida Department of State on November 10, 1999 (collectively, the "Certificate of Limited Partnership"), hereby adopts the following amendment to its Certificate of Limited Partnership.

FIRST: Paragraph V, subparagraph A (setting forth the term of the partnership) of the Certificate of Limited Partnership shall be amended to read in its entirety as follows:

A. On or before December 31, 2052;

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.


END OF TEXT; SIGNATURES BEGIN ON NEXT PAGE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned general partner signed this instrument as of this 12th day of July, 2001.

GENERAL PARTNER:



Gary Hall, Sole General Partner

This Instrument Prepared By:

R. Eugene Clenney, Jr., Esq.
Johnston Hinesley, Flowers & Clenney, P.C.
291 North Oates Street
Dothan, Alabama 36303
334-793-1115