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CORPORATION(S) NAME

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Valle	y Hi Associates Ltd.	SSE - F
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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF VALLEY HI ASSOCIATES, LTD.

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 April 15, 1998, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendments:

Article 2 is amended to read as follows:

2. c/o Basic Capital Management, Inc., 10670 N. Central Expressway, Suite 600, Dallas, Texas (Business Address of Limited Partnership) Article 3 is amended to read as follows: 3. CT Corporation System (Name of Registered Agent for Service of Process) Article 4 is amended to read as follows: 1200 South Pine Island Road, Plantation, Florida 33324 4. (Florida street address for Registered Agent) RANDY A. SHELLEY Article 5 is amended to read as follows: SPECIAL ASSISTANT SECRETARY 5. (Registered Agent must sign here to accept designation as Registered Agent for Service of Process) Article 6 is amended to read as follows: 6. c/o Basic Capital Management, Inc., 10670 N. Central Expressway, Suite 600, Dallas, Texas 75231

Article 8 is amended to read as follows:

(Mailing Address of the Limited Partnership)

8. Name of General Partner: ART Florida Partners II, Inc. FQ80000022QQ
Street Address: c/o Basic Capital Management, Inc., 10670 N. Central Expressway, Suite 600, Dallas, Texas 75231

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

THIRD: Signatures

Signature of current general partner:

INVESTORS GENERAL, INC.

By:

John A. Doyle, President

Signature of new general partner:

ART FLORIDA PARTNERS II, INC.

By:

Robert A. Waldman, Secretary

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