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CT CORPORATION

November 21, 2002

Secretary of State, Florida 409 East Gaines Street N/A Tallahassee FL 32399

Re: Order #: 5728184 SO

Customer Reference 1: 4385-38004

Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Azalea Place Apartments, Ltd. (FL) Amendment Florida

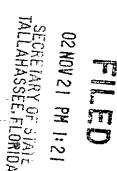
Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615



CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF AZALEA PLACE APARTMENTS, LIMITED

Pursuant to the provisions of section 620.109. Florida Revised Uniform Limited Partnership Act (1986, as amended), this Florida limited partnership, whose certificate was filed with the Florida Secretary of State on October 26, 1998, and amended on December 28, 1999 and again on January 4, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

First: The Certificate of Limited Partnership is amended as follows:

Paragraph 3 of the Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

The name and business address of the sole general partner is:

CDC Azalea GP, L.L.C., a Georgia limited liability company 50 Hurt Plaza, Suite 300 Atlanta, Georgia 30303

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

Third: Signatures

Signature of WITHDRAWING GENERAL PARTNER:

White Oak Associates III, Inc., a Florida corporation

Paula J. Ryan Fresident

[CORPORATE SEAL]

Signature of NEW GENERAL PARTNER:

CDC Azalea GP, L.L.C., a Georgia limited liability company

By: CDC Manager, Inc.

James C. Mynatt, President

[CORPORATE SEAL]