

Division of Corporations

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A98000002486

Florida Department of State
Division of Corporations
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Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

*Attn: Tami Paesley***LP/LLP AMENDMENT/RESTATEMENT/CORRECTION****WATERFORD POINTE APARTMENTS, LTD.**

| | |
|-----------------------|----------|
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Florida Dept of State



January 22, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WATERFORD POINTE APARTMENTS, LTD.

P.O. BOX 4961

ORLANDO, FL 32802-4961

SUBJECT: WATERFORD POINTE APARTMENTS, LTD.

REF: A98000002486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

FAX Aud. #: H070000017407
Letter Number: 407A00004799

** Please obtain 1-19-07 filing date*

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
WATERFORD POINTE APARTMENTS, LTD.**

The undersigned withdrawn General Partner and newly admitted General Partner of **WATERFORD POINTE APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.109, Florida Statutes, hereby make and file with the Florida Department of State this Certificate of Amendment to Certificate of Limited Partnership for the purpose of amending the Certificate of Limited Partnership of the Partnership as originally filed with the Florida Department of State on November 2, 1998, as amended by that certain Amendment to Certificate of Limited Partnership filed with the Florida Department of State on June 7, 2000, and assigned limited partnership number A98000002486.

1. General Partner. Waterford Pointe Apartments, Inc., a Florida corporation and the original General Partner of the Partnership, has transferred its entire interest in the Partnership to BRM Waterford Pointe, LLC, a Florida limited liability company, which has been admitted as a General Partner of the Partnership, and Waterford Pointe Apartments, Inc. has withdrawn as a General Partner. Accordingly, the sole General Partner of the Partnership is BRM Waterford Pointe, LLC, whose address is 707 Mendham Boulevard, Suite 201, Orlando, Florida 32825.
2. Registered Agent. The name and address of the registered agent for service of process on the Partnership is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Jill Lager | 1665 Palm Beach Lakes Blvd. Suite 400 West Palm Beach, Florida 33401 |

3. Partnership Mailing Address. The mailing address of the Partnership is:

Address
707 Mendham Boulevard, Suite 201
Orlando, Florida 32825

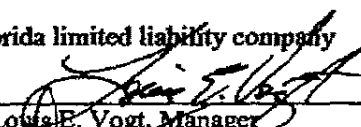

4. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

EXECUTED this 31st day of December, 2006.

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| WITHDRAWN GENERAL PARTNER: | NEW GENERAL PARTNER: |
|---|--|
| WATERFORD POINTE APARTMENTS, INC., a Florida corporation By: <u>[Signature]</u> Name: <u>Thomas P. Lohler</u> Its: <u>Vice President</u> | BRM WATERFORD POINTE, LLC a Florida limited liability company By: _____ Louis E. Vogt, Manager By: _____ Scott Zimmerman, Manager |

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| WITHDRAWN GENERAL PARTNER: | NEW GENERAL PARTNER: |
|--|---|
| WATERFORD POINTE APARTMENTS, INC., a Florida corporation By: _____ Name: _____ Its: _____ | BRM WATERFORD POINTE, LLC a Florida limited liability company By:  Louise E. Vogt, Manager By:  Scott Zimmerman, Manager |

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jill Lager, Registered Agent

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