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LIMITED PARTNERSHIP AMENDMENT

KENDALL VILLAGE RESIDENTIAL, LTD.

A99-1373

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALL VILLAGE RESIDENTIAL, LTD.

The undersigned, BERSIN DEVELOPMENT CORP., a Florida corporation, being the withdrawing general partner of KENDALL VILLAGE RESIDENTIAL, LTD., a Florida limited partnership (the "Limited Partnership"), and KENDALL RESIDENTIAL, INC., a Florida corporation, being the newly admitted general partner of the Limited Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Limited Partnership, as heretofore amended, as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited partnership is KENDALL VILLAGE RESIDENTIAL, LTD. (the "Limited Partnership").

2. The Limited Partnership was formed as a limited partnership under the laws of the State of Florida on August 20, 1999, the date on which a Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A9900001373.

3. In consideration for future services to be rendered to the Limited Partnership, ⁹⁹⁻⁵⁹⁰¹ KENDALL RESIDENTIAL, INC., a Florida corporation having a mailing address of 13200 S.W. 128th Street, Suite F1, Miami, Florida 33186, has been admitted as a general partner of the Limited Partnership.

4. Immediately following the admission of KENDALL RESIDENTIAL, INC., as a general partner of the Limited Partnership, BERSIN DEVELOPMENT CORP., a Florida corporation having a mailing address of 2665 S. Bayshore Drive, Suite 1200, Coconut Grove, Florida 33133, then a general partner of the Limited Partnership, withdrew as a general partner of the Limited Partnership.

5. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

⁹⁹⁻⁵⁹⁰¹
Kendall Residential, Inc., a Florida corporation
13200 S.W. 128th Street, Suite F1
Miami, Florida 33186.

6. The partners of the Limited Partnership have agreed to continue the business of the Limited Partnership pursuant to Section 620.157, Florida Statutes.

This instrument prepared by:

Deborah R. Mayo, Esq.
Florida Bar No. 366226
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by each of the withdrawing general partner and the newly-admitted sole general partner of the Limited Partnership as of the 23 day of August 1999.

WITHDRAWING GENERAL PARTNER:

BERSIN DEVELOPMENT CORP., a Florida corporation

By: [Signature]
Jeffrey Berkowitz, President

SOLE GENERAL PARTNER:

KENDALL RESIDENTIAL, INC., a Florida corporation

By: [Signature]
Julio Perez, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of KENDALL RESIDENTIAL, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for KENDALL VILLAGE RESIDENTIAL, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: August 23, 1999.

KENDALL RESIDENTIAL, INC., a Florida corporation

By: [Signature]
Julio Perez, President