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**LIMITED PARTNERSHIP AMENDMENT**

**SAS APARTMENTS, LTD.**

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|-----------------------|----------|
| Certificate of Status | 0        |
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| Page Count            | 02       |
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 2000

SAS APARTMENTS, LTD.  
9200 SOUTH DADELAND BLVD., 500  
MIAMI, FL 33156

SUBJECT: SAS APARTMENTS, LTD.  
REF: A99000001401

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FAX AUDIT NO.: H00000038221

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF SAS APARTMENTS, LTD.**

SAS APARTMENTS, LTD., a Florida limited partnership (the "Limited Partnership"), amends its Certificate of Limited Partnership heretofore filed and states:

1. The name of the Limited Partnership is SAS APARTMENTS, LTD.
2. The Certificate of Limited Partnership was filed on August 20, 1999.
3. Paragraph 7 of the Certificate of Limited Partnership is amended to reflect that EquityLine Timberwalk, Inc., a Delaware corporation ("Timberwalk") and sole general partner of the Limited Partnership merged with and into SAS Apartments, Inc., a Florida corporation (now known as "EquityLine Properties, Inc."). Accordingly, the name and address of the general partner is as follows:

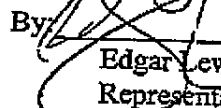
EquityLine Properties, Inc.  
9200 South Dadeland Boulevard  
Suite 500  
Miami, Florida 33156

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Executed at Miami, Miami-Dade County, Florida, this 19<sup>th</sup> day of July, 2000.

SAS APARTMENTS, LTD., a Florida limited partnership

By: EQUITYLINE PROPERTIES INC.,  
a Florida corporation, general partner

By:  \_\_\_\_\_  
Edgar Lewis, Authorized  
Representative


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STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF MIAMI-DADE            )

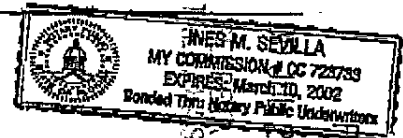
The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2000, by Edgar Lewis, as Authorized Representative of EquityLine Properties, Inc., a Florida corporation, the general partner of SAS APARTMENTS, LTD., a Florida limited partnership, on behalf of the limited partnership. He is    personally known to me or    has produced a Florida driver's license or    has produced                      as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA

Name: \_\_\_\_\_

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