

A99000001898

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A PROFESSIONAL ASSOCIATION

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September 27, 2001

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Document No. A99000001898
Park Avenue at MetroWest, Ltd.

Dear Sir or Madam:

Enclosed please find duplicate originals of Certificate of Amendment to Certificate of Limited Partnership of Park Avenue at MetroWest, Ltd. for filing, together with our law firm's check in the amount of \$105.00.

Please file the above Amendment and return to me a **Certified Copy** in the envelope provided.

If you have any questions, please do not hesitate to contact me.

Thank you for your assistance.

Sincerely yours,



Cathy A. Hahn,
Assistant to Grant T. Downing

GHG/cah
Encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -1 PM 12:16
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARK AVENUE AT METROWEST, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, Park Avenue at Metrowest, Ltd., a Florida limited partnership, whose certificate was filed with the Florida Department of State on November 16, 1999, as Document No. A99000001898 ("Original Certificate"), hereby adopts, duly executes and files this Certificate of Amendment to be effective upon filing with the Florida Department of State.

1. The Original Certificate is amended as follows:

1.1. A second general partner is added to Paragraph 2 of the Original Certificate as follows:

Prudential-Park Avenue LLC
8 Campus Drive, 4th Floor
Arbor Circle South
Parsippany, New Jersey 07054


MOI-1804

1.2 The latest dissolution date set forth in Paragraph 6 of the Original Certificate is changed to August 29, 2051.

CURRENT
GENERAL PARTNER:

EPI-PARK AVENUE EQUITY, INC., a Florida
corporation

By:



Kyle Riva, Vice President

NEW GENERAL PARTNER:

PRUDENTIAL-PARK AVENUE LLC, a Delaware
limited liability company

By: The Prudential Insurance Company of
America, a New Jersey corporation, its sole
member and manager

By:


Paul L. Bordogna, Vice President

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