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DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT

PARK AVENUE AT METROWEST, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
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Electronic Filing Menu

Corporate Filing

Public Access Help

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARK AVENUE AT METROWEST, LTD.**

WHEREAS, PARK AVENUE AT METROWEST, LTD. (the "Limited Partnership") was formed as a Florida limited partnership pursuant to that certain Certificate of Limited Partnership filed in the Office of the Secretary of State of Florida on November 14, 1999 (the "Certificate of Limited Partnership"); and

WHEREAS, the Limited Partnership is presently in existence as a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"); and

WHEREAS, PRUDENTIAL PARK AVENUE LLC, a Delaware limited liability company and EPL-PARK AVENUE EQUITY, INC., a Florida corporation, the General Partners of the Limited Partnership are withdrawing as the General Partners of the Limited Partnership and the entity described hereinbelow is being admitted to the Partnership as its General Partner.

NOW THEREFORE, the undersigned does hereby certify as follows:

1. Name of Partnership. The name of the Limited Partnership to which this Amendment to Certificate of Limited Partnership relates as stated above, is PARK AVENUE AT METROWEST, LTD.,

2. Amendments to Certificate of Limited Partnership. The Certificate of Limited Partnership is amended in the following respects:

a. The General Partner of the Limited Partnership shall be: PARK AVENUE GP, LLC, a Florida limited liability company; 604-55288

b. The mailing and business address of the General Partner is: 200 East Las Olas Boulevard, Suite 1660, Fort Lauderdale, Florida 33301;

c. The mailing and business address of the Limited Partnership is: 200 East Las Olas Boulevard, Suite 1660, Fort Lauderdale, Florida 33301; and

d. The registered office of the Limited Partnership is: 1200 South Pine Island Road, Plantation, Florida 33324 and the registered agent of the Limited Partnership therein is CT CORPORATION SYSTEM.

DATED November 22nd, 2004.

GENERAL PARTNER:

PARK AVENUE GP, LLC, a Florida limited liability company

By: PARK AVENUE METROWEST LLC, a Florida limited liability company, its Manager

By: PARK AVENUE TARRAGON, LLC, a Florida limited liability company, its Manager

By: TARRAGON SOUTH DEVELOPMENT CORP., a Nevada corporation, its Manager

By: 
CHARLES D. RUBENSTEIN,
Executive Vice-President

I hereby accept the designation of Registered Agent as set forth in this Amendment to Certificate of Limited Partnership

CT CORPORATION SYSTEM

By: 

Jill E. Krantz
Assistant Secretary