

Florida Department of State
 Division of Corporations
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

AMLI RESIDENTIAL PROPERTIES, L.P.

Certificate of Status	0
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Page Count	086
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April 10, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMLI RESIDENTIAL PROPERTIES, L.P.
3424 PEACHTREE ROAD, N.E., SUITE 800
ATLANTA, GA 30326

SUBJECT: AMLI RESIDENTIAL PROPERTIES, L.P.
REF: B04000000124

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TALLAHASSEE FLORIDA
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Agnes Lunt
Document Specialist

FAX Aud. #: H07000092640
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P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

07 APR 09 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
AMLJ Residential Properties, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 03/23/2004

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>AMLJ Residential Partners LLC</u>	<u>3424 Peachtree Road, NE, Suite 800</u>
_____	<u>Atlanta, GA 30326</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

Paul Guzman

Typed or printed name:

PLEASE SEE ATTACHED SIGNATURE BLOCK

Filing Fee:	\$52.50
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 TALLAHASSEE FLORIDA

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ATTACHMENT TO AMENDMENT TO CERTIFICATE OF AUTHORITY FOR
AMLI Residential Properties, L.P.

SIGNATURE BLOCK:

AMLI Residential Properties, L.P.

By: AMLI Residential Partners, LLC

By: PPF AMLI Acquisition LLC, its Sole Member

By: PPF Multifamily, LLC, its Sole Member

By: PPF OP, LP, its Sole Member

By: PPF OPGP, LLC, its General Partner

By: Prime Property Fund, LLC, its General Partner

By: Morgan Stanley Real Estate Advisor, Inc., its Manager

By: Gail Freeman
Gail Freeman, Assistant Secretary

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TALLAHASSEE FLORIDA