

FEB. 27. 2008 4:55PM

NO. 043 PaL P. 1 of 1

B07000000184

Florida Department of State
Division of Corporations
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08 FEB 26 AM 8:47
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

RECEIVED

08 FEB 28 AM 6:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREENWICH PARK APARTMENTS, L.P.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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February 27, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSC

SUBJECT: GREENWICH PARK APARTMENTS, L.P.
REF: B07000000184

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan
Document Specialist

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08 FEB 26 AM 8:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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:
Greenwich Park Apartments, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 6/12/2007

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:

Name: RECAP GREENWICH PARK
GP, INC.

Business Address:

c/o Real Estate Capital Partners
114 W 47th Street, 23rd Floor
New York, NY 10036

F08-781

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.)

GENERAL PARTNER:

RECAP GREENWICH PARK GP, INC., a
Delaware corporation

By: _____

Paul J. Emory
Vice President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GREENWICH PARK APARTMENTS, L.P.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2008, AT 8:59 O'CLOCK A.M.



4341849 8100

080240501

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6411855

DATE: 02-27-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:04 AM 02/13/2008
FILED 08:59 AM 02/13/2008
SRV 080151413 - 4341849 FILE

**STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, do hereby certify as follows:

1.

The name of the Limited Partnership is **GREENWICH PARK APARTMENTS, L.P.** (the "Partnership")

2.

Article 3 of the Certificate of Limited Partnership shall be amended as follows:

The name and mailing address of the general partner of the Partnership is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------------|--|
| RECAP Greenwich Park GP, Inc. | c/o Real Estate Capital Partners Limited Partnership 114 West 47 th Street 23 rd Floor New York, NY 10036 |

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

... FEB. 27. 2008 5:57PM C S C

NO. 043 P. 7

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate
of Limited Partnership on this 12th day of February, A.D. 2008.

NEW GENERAL PARTNER:

RECAP GREENWICH PARK GP, INC., a
Delaware corporation

By: 

Paul J. Doocy
Vice President