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### LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

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: B0700000184

RESUBMIT
Please give original
submission date as file date.

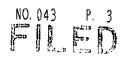
We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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SECRETARY OF STATE TALLAHASSEE FLORIDA

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

<ol> <li>The name of the limited partnership or appears on the records of the Fiorida Depa Greenwich Park Apartments, L.P.</li> </ol>	limited liability limited partnership as it nature of State is:
2. The jurisdiction of its formation is: Del	aware
3. The date the entity was authorized to to	meact business in Florida is: 6/12/2007
4. If the amendment changes the name of limited partnership, enter the new name:	the limited partnership or limited liability
Acceptable Limited Formarchip suffices: Limited I Acceptable Limited Liability Simited Partnership of ar LillP.	Portnetship, Limited, L.P., LP, or Ltd. suffices: Limited Utahility Limited Parmetship, L.L.P.
each general parmer.	pariner(s), list the name and business address of Rusiness Address:
Name: RECAP GREENWICH PARK GF, INC.	c/o Real Estate Capital Partners
F08-781	114 W 47th Street, E3rd Floor New York, WY 10036

<ol> <li>If the amendment changes the jurisdiction of organization, indicate new jurisdiction:</li> </ol>	
7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:	
	endment is to add of delete an election to be a limited liability limited 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.
aforementio	is an original certificate, no more than 90 days olds, evidencing the nod amendment(s), duly sufficultiqued by the official having custody of the jurisdiction under the law of which this entity is organized.
10. Effectiv (Effective date Department of	e date, if other than the date of filing:  causes be prior to nor more than 90 days after the date this document is filed by the Florida  State.)
GENERA	LPARITYER
RECAP GI	REENWICH PARK GP, INC., a concention
By: Pau	II. Epopy

# 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 enline at corp delaware.gov/authwar shtml

Warnet Smith Handen

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6411855

DATE: 02-27-08

State of Delaware Secretary of State Division of Comporations Delivered 09:04 BM 02/13/2008 FILED 08:59 RM 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:

ı.

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<sup>th</sup> Street 23<sup>rd</sup> Floor New York, NY 10036

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.corozration

Paul J. Do

Paul J. Doocy Vice President