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DIVISION OF REGISTRATION

42604



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 587902 4321791

AUTHORIZATION

Patricia Piguet

COST LIMIT : \$ 52.50

ORDER DATE : April 23, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 587902-010

CUSTOMER NO: 4321791

CUSTOMER: Ms. Marsha Fincher
The Related Companies, Inc.
9th Floor
625 Madison Avenue
New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: RELATED INDEPENDENCE
ASSOCIATES, LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

04/23/04 02:28:10
04/23/04 02:28:10

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Related Independence Associates, Limited Partnership
(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name and address of the sole general partner of the partnership is:

Independence Associates GP LLC *mt 1488*
625 Madison Avenue, New York, NY 10022

[Signature]

(Signature of a General Partner)

Independence Associates GP LLC

(Typed or printed name of General Partner signing above)

BY: RCC Manager LLC, manager
BY: Related Capital Company LLC,
member
BY: CHARTER Mac Corporation,
member
BY: Marc D. Schnitzer
President

STATE OF New York
COUNTY OF New York

On this 23 day of April, 2004, MARC D. SCHNITZER personally
appeared before me,



who is personally known to me

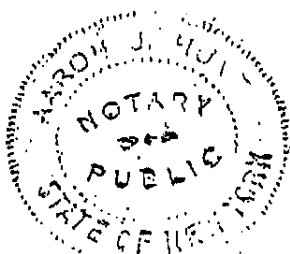


whose identity I proved on the basis of _____

[Signature]

(Notary Public Signature)

(Notary's Printed Name)



Seal

AARON J. HUNT
Notary Public, State of New York
No. 01HU6029312
Qualified in New York County
Commission Expires August 9, 2005

My Commission Expires: