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ACCOUNT NO. : 072100000032
REFERENCE : 249746 7134878
AUTHORIZATION : Patricia Puyot
COST LIMIT : \$ 52.50

FILED
99 MAY 24 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 21, 1999

ORDER TIME : 2:58 PM

ORDER NO. : 249746-005

000002884880--2

CUSTOMER NO: 7134878

CUSTOMER: Laurie F. Malasky, Legal Asst
Rudnick Wolfe Epstein
1201 New York Av., nw Penthouse
Washington, DC 20005-3916

FOREIGN FILINGS

NAME: CAPREIT-FLORIDA GP, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

RECEIVED
99 MAY 24 PM 3:57
DIVISION OF CORPORATION

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

N.C.

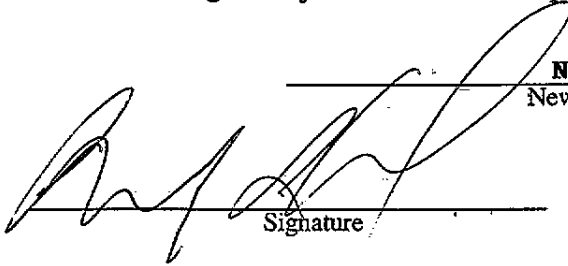
C. COULLIETTE MAY 24 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CAPREIT-Florida GP, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Maryland 3. March 15, 1999
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 7, 1999
5. CAPREIT of Sutton Place, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction
- 
Signature
- May 14, 1999
Date
- Richard L. Kadish
Typed or printed name
- President
Title

FILED
99 MAY 24 PM 4:54
SECRET
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ARTICLES OF AMENDMENT OF CAPREIT-FLORIDA GP, INC. CHANGING ITS NAME TO CAPREIT OF SUTTON PLACE, INC. WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON MAY 7, 1999.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY, 18, 1999.



Paul B. Anderson
Charter Division

