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MCGUIRE WOODS LLP

FAX NO. 9047983207

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Division of Corporations

Page 1 of 2

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Florida Department of State

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LIMITED LIABILITY AMENDMENT

VDC-MATTHEW RIDGE, LLC

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF AMENDMENT OF
TO ARTICLES OF ORGANIZATION OF
VDC-MATTHEW RIDGE, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned representative of VDC-MATTHEW RIDGE, LLC, adopts these Articles of Amendment.

FIRST: The name of the Limited Liability Company is VDC-MATTHEW RIDGE, LLC.

SECOND: The Articles of Organization were electronically filed with the Florida Department of State on September 17, 2001.

THIRD: The Articles of Organization of this Limited Liability Company are amended by adding Article V – SPECIAL PURPOSE, so that said Article V shall read in its entirety as follows:

ARTICLE V – SPECIAL PURPOSE

So long as those certain \$11,200,000 Harris County Housing Finance Corporation Multifamily Housing Revenue Bonds (Matthew Ridge Apartments) Series 2002 ("Bonds") are outstanding, the Limited Liability Company shall:

- (a) not engage in any business or activity other than acting as general partner of the general partner of VDC-Matthew Ridge, Ltd., as more specifically set forth in Section 3.4 of the Operating Agreement of the Limited Liability Company (the "Operating Agreement");
- (a) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Operating Agreement or the documents evidencing or securing the Bonds.

Signed on April 29, 2002.

VDC-MATTHEW RIDGE, LLC

By: 

Mark T. Farrell, Vice President

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