

MAR-25-2008

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

HL APARTMENTS LLC

Certificate of Status	0
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H08000075708

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

HL Apartments LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on March 13, 2008 and assigned
Florida document number L08000026427

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

(Enter Florida street address)

Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

(If Changing Registered Agent, Signature of New Registered Agent)

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If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

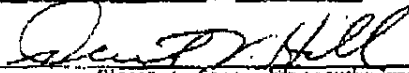
MGR = Manager
MGRM = Managing Member

Title	Name	Address	Type of Action
MGRM	Blackhawk Fund Manager LLC, an Illinois limited liability company	100 North LaSalle St., Suite 2200 Chicago, IL 60602	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Blackhawk Fund Manager II LLC, an Illinois limited liability company	100 North LaSalle St., Suite 2200 Chicago, IL 60602	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Blackhawk Apartment Opportunity Fund LLC, an Illinois limited liability company	100 North LaSalle St., Suite 2200 Chicago, IL 60602	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Changing from managed by managing members to managed by manager.

Dated March 24, 2008



Signature of a member or authorized representative of a member

David V. Hall - Authorized Representative

Typed or printed name of signer

Page 2 of 2

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