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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.
AUDIT NUMBER.....H97000009560
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....1

PAGES..... 1
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FAX #: (904)922-4000

L.C. Amendment
6-17-97

SENT BY:

6-10-97 : 4:23PM :

GEIGER KASDIN - Department of State:# 1/ 2

6/10/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000009560 8)))

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FA# H97- 9560

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
AFFORDABLE HOUSING ASSOCIATES, L.C.**

The following amendment was adopted by the Members of AFFORDABLE HOUSING ASSOCIATES, L.C. (the "Company") on June 5th, 1997. The original Articles of Organization were filed on January 16, 1996 and assigned document number L9600000055.

AMENDMENT I

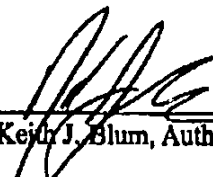
Article 8 of the Articles of Organization, as previously amended, shall be deleted and replaced with the following:

8. **MANAGEMENT.** The Company shall be managed by one or more managers, as further provided in the Regulations of the Company. Either manager, acting alone, shall have the authority to bind the Company. Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The names and addresses of the managers are as follows:

Gregory K. McGrath
7795 Cooper Road
Cincinnati, Ohio 45242

Stephen Poe
462 S. 4th Ave., Suite 625
Louisville, KY 40402

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Amendment this 16th day of June, 1997.



Keith J. Blum, Authorized Representative

Ary Choueke, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052

Florida Bar Number: 836680
FA#: H97-9560
J:\WORK\ACCLIENT\AFFORDABLE\CORPORATE\AMD-ARTI

JUN 16 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA