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GEIGER KASDIN - Department of State:# 1/ 2

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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.....H97000017592

DOC TYPE.....LIMITED LIABILITY AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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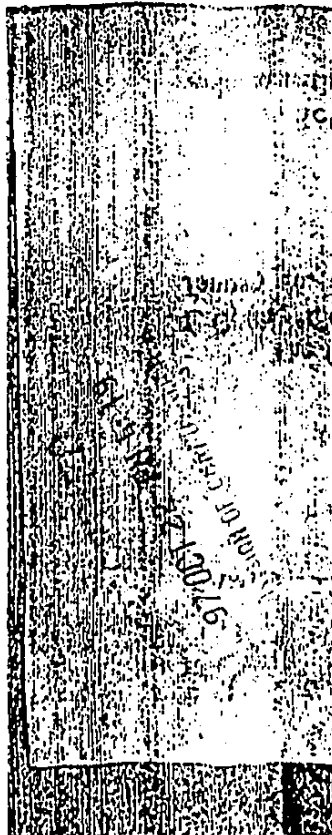
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FA# H97-17592

**ARTICLES 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 October 22, 1997. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055.

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 a manager, as further provided in the Regulations of 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 name of the manager is as follows:

Gregory K. McGrath
7826 Cooper Road
Cincinnati, Ohio 45242

WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of October, 1997.




Robert S. Geiger, Authorized Representative

Robert S. Geiger, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Ave., 6th Floor
Miami, Florida 33131
Telephone: 305-372-3000
Facsimile: 305-372-0052
Florida Bar Number: 192208

FA# H97-17592

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After October 8, 1997. If Dissolved, Minimum Amount Due To Reinstate: \$703.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 588.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee + \$385.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000309 BAYSHORE TOWERS, LLC 1030 SECOND AVENUE COLUMBUS GA 31901

1a. Principal Place of Business Address 1030 SECOND AVENUE COLUMBUS GA 31901

If above mailing address is incorrect in any way line through incorrect information and enter correction in Block 2a			
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
08/14/1996	GA
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired
	<input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent CRANE, STEPHEN A 100 N. TAMPA STREET, SUITE 2700 TAMPA FL 33602

8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SCHIFFMAN, ROBERT M	1030 SECOND AVENUE	COLUMBUS GA
MGRM	WOODWARD, JOHN W TRUST	1030 SECOND AVENUE	COLUMBUS GA 31902-0004

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: John W Woodward 9/2/97 (706)322-2914