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Law Offices
LEVINSON & LICHTMAN, LLP

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Jonathan J. Lichtman
Member Florida and New York Bars

March 1, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/02/99-01042-001

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RE: Oakcreek Apartments, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment of Oakcreek Apartments, LLC, along with our check in the amount of \$52.50 representing filing fee. If the enclosed document meets with your approval, please file it with your Office and return a file stamped copy to the attention of the undersigned.

In order to expedite the delivery of this document to me, enclosed please find a Federal Express return envelope for your use.

Name	
Availability	If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.
Document Examiner	DCC
Updater	DCC
Updater	DCC
Verifier	DCC
Encl. Acknowledgement	DCC
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W. P. Verifier	

Yours very truly,

Jonathan J. Lichtman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jonathan J. Lichtman
Member Florida and New York Bars

March 16, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Oakcreek Apartments, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the revised Articles of Amendment of Oakcreek Apartments, LLC, along with a copy of your letter wherein you requested corrections to the document originally sent to your office for filing. If the enclosed document meets with your approval, please file it with your Office and return a file stamped copy to the attention of the undersigned.

We are enclosing a Federal Express return envelope in order to expedite the delivery of this document to us and we appreciate your cooperation in this matter.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,


Jonathan J. Lichtman

JJL/cb
Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 12, 1999

JONATHAN J. LICHTMAN
LEVINSON & LICHTMAN, LLP
4800 NORTH FEDERAL HIGHWAY, SUITE D-100
BOCA RATON, FL 33431

SUBJECT: OAKCREEK APARTMENTS OF JACKSONVILLE, LLC
Ref. Number: L99000001000

We have received your document for OAKCREEK APARTMENTS OF JACKSONVILLE, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 899A00011874

**ARTICLES OF AMENDMENT OF
OAKCREEK APARTMENTS OF JACKSONVILLE, LLC**

1. The name of the Limited Liability Company is OAKCREEK APARTMENTS OF JACKSONVILLE, LLC (the "Company").

2. The Articles of Organization for Oakcreek Apartments of Jacksonville, LLC were filed on February 22, 1999 with the Florida Department of State and assigned document number L99000001000.

3. Article V of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE V

**CONTINUATION OF BUSINESS
AFTER CERTAIN EVENTS**

The remaining Members of the Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, but such continuation shall occur only upon the written consent of not less than seventy-five percent (75%) of the Percentage Interests held by the Members in the Company as set forth in the Regulations of the Company.

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TALLAHASSEE, FLORIDA

4. Article VII of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted only upon the approval of not less than seventy-five percent (75%) of the Percentage Interests held by the Members in the Company upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

5. The foregoing amendments were unanimously adopted by all of the Members of the Company eligible to vote by a Written Consent signed by them on March 1, 1999, manifesting their

intention that these amendments to the Articles of Incorporation be adopted, pursuant to Chapter 608.423, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Members.

IN WITNESS WHEREOF, the undersigned Manager of the Corporation has executed these Articles of Amendment this 16th day of March, 1999.



Jonathan J. Lichtman, Manager

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TALLAHASSEE, FLORIDA