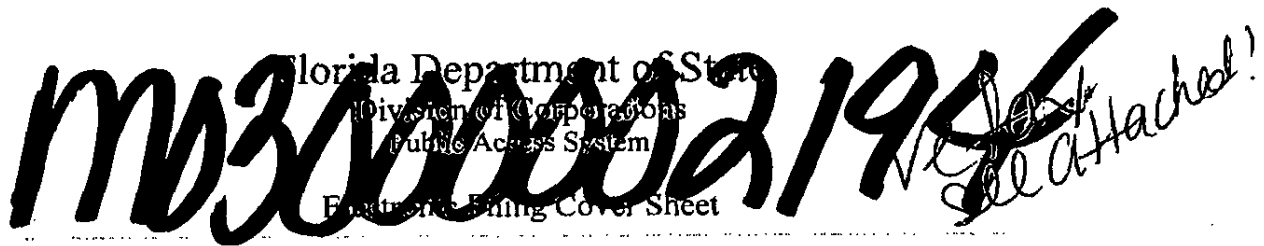


Division of Corporations



Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Fax Number : (850) 205-0383

From:

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Account Number : I19990000180
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MSRH BOARDWALK, LLC

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Florida Dept of State



December 1, 2006

FLORIDA DEPARTMENT OF STATE
Division of CorporationsMSRH BOARDWALK, LLC
75 SECOND AVE
SUITE 200
NEEDHAM, MA 02494SUBJECT: MSRH BOARDWALK, LLC
REF: M03000002194

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A foreign limited liability company which needs to correct any false statement or has changed its name, duration, or jurisdiction should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by a filing fee of \$25, an additional \$30 for each certified copy (optional) requested, and an original certificate from the domicile state when amending the name, duration, or jurisdiction. Said certificate must evidence the amendment and be issued within the last 90 days.

If the amendment is merely to correct a false statement listed on a document previously filed with the Florida Department of State or does not require an amendment to be filed in its domicile state or country, a certificate is not necessary.

Because the above referenced out-of-state limited liability company cannot file an annual report form until January 1st of the next calendar year, the entity must complete the AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY TO CHANGE MANAGER(S) OR MANAGING MEMBER(S), to amend the manager(s) or managing member(s) on our records

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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MSRH BOARDWALK, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: July 3, 2003

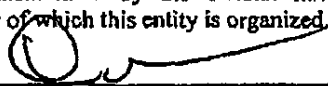
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 11/27/2006
5. New name of the limited liability company: SRH Boardwalk Apartments, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

David M. Rosenberg

Typed or printed name of signee

Filing Fee: \$25.00

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**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: MBH Boardwalk, LLC.
2. This entity was formed under the laws of: Delaware
3. This entity was authorized to transact business in Florida on July 3, 2003 and its Florida document/registration number is: M0300002194
4. The name and address of each manager or managing member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRMSRH BlW Mezzanine, LLC
c/o Sawyer Realty Holdings, LLC
75 Second Avenue, Ste. 200
Needham, MA 02494.

Required Signature:


(Signature of Manager, Managing Member or Member)

Filing Fee: \$25

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MSRH BOARDWALK, L.L.C.", CHANGING ITS NAME FROM "MSRH BOARDWALK, L.L.C." TO "SRH BOARDWALK APARTMENTS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2006, AT 12:39 O'CLOCK P.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC 13 PM 1:43



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5223909

DATE: 11-27-06

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:39 PM 11/27/2006
FILED 12:39 PM 11/27/2006
SRV 061078333 - 3677415 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
MSRH BOARDWALK, L.L.C.**

MSRH BOARDWALK, L.L.C. (hereinafter called the "Company"), a limited liability company formed and existing under and by virtue of the Limited Liability Company Act of the State of Delaware by the filing of a Certificate of Formation of the Company on July 2, 2003, does hereby certify:

1. The name of the Company is: MSRH BOARDWALK, L.L.C.
2. The Certificate of Formation of the Company is hereby amended by striking out Paragraph 1 thereof and by substituting in lieu of said Paragraph 1 the following new Paragraph 1:

1. Name. The name of the LLC is:

SRH Boardwalk Apartments, LLC

[PAGE ENDS HERE. SIGNATURE FOLLOWS.]

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