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NAME: CEEBRAID WINTER PARK CORPORATION  
AUDIT NUMBER.....H98000001060  
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*Amendment*

1/16/98  
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TALLAHASSEE, FLORIDA

H98000001060

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CEEBRAID WINTER PARK CORPORATION**

FILED  
98 JAN 16 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: Ceebraid Winter Park Corporation (the "Corporation").

2. The following amendments to the Articles of Incorporation were adopted by the sole shareholder (the number of votes cast being sufficient for approval) and all of the directors of the Corporation by the Joint Action by Unanimous Written Consent of the Directors and Sole Shareholder of the Corporation In Lieu of a Special Meeting dated November 25, 1997, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

Article XV of the Articles of Incorporation of the Corporation is hereby added in its entirety to read as follows:

**"ARTICLE XV.**

For so long as any indebtedness of the limited partner of the Partnership remains outstanding to Credit Suisse First Boston Mortgage Capital, LLC ("CSFBMC"), the Corporation, in its capacity as General Partner of the Partnership or otherwise, shall not, without the prior written consent of CSFBMC, (i) sell or convey any real property owned by the Partnership (specifically excluding leases of individual apartments in the ordinary course of business of the Partnership); or (ii) cause or approve the issuance of any additional partnership interests in the Partnership."

Article XVI of the Articles of Incorporation of the Corporation is hereby added in its entirety to read as follows:

**"ARTICLE XVI.**

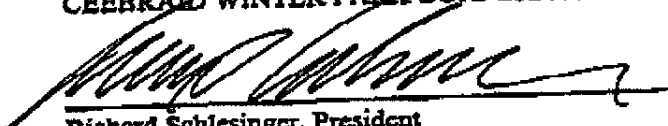
Notwithstanding anything to the contrary, the corporation may not amend Articles III, X, XI, XII, XV, or XVI hereof, so long as any indebtedness remains outstanding to CSFBMC by the corporation or the Partnership, unless CSFBMC consents to such amendment in writing. Such consent of CSFBMC is a prerequisite to such amendment becoming effective."

David M. Layman, Esq. FL Bar #0294470  
777 S. Flagler Dr., #300E  
W. Palm Beach, FL 33401  
(561) 650-7900  
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3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same and in full force and effect.

CEBRAD WINTER PARK CORPORATION

A handwritten signature in dark ink, appearing to read 'Richard Schlesinger', is written over a horizontal line.

Richard Schlesinger, President

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