

P98000019920

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Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

BASIC AMENDMENT

HELLER AFFORDABLE HOUSING OF FLORIDA, INC.

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Fax Audit No. H01- 3014

ARTICLES OF CORRECTION  
TO  
ARTICLES OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HELLER AFFORDABLE HOUSING OF FLORIDA, INC.

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1. These Articles of Correction to the Articles of Amendment (the "Articles of Amendment") of Amended And Restated Articles of Incorporation of Heller Affordable Housing of Florida, Inc., a Florida corporation (the "Corporation"), are hereby being filed pursuant to Section 607.0124 of the Florida Business Corporation Act (the "Act"), to correct the Articles of Amendment of said Corporation as filed with the Secretary of State of the State of Florida on December 28, 2000, under Document No. P98000019920, effective as of said filing of the Articles of Amendment in accordance with the provisions of Section 607.0124 of the Act. The Articles of Amendment as originally filed contained scrivener's errors and inadvertently omitted the recitation that proper shareholder approval had been obtained for the amendment set forth in the Articles of Amendment and the effective date of the adoption of such amendment.

2. The Articles of Amendment of the Corporation are hereby corrected to correct scrivener's errors in and to clarify Section D, and to add Section E, to read in its entirety as follows:

Pursuant to Sections 607.1003 and 607.1006 of the Business Corporation Act of the State of Florida, the Amended and Restated Articles of Incorporation, as amended (the "Articles of Incorporation") of Heller Affordable Housing of Florida, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), are hereby amended according to these Articles of Amendment.

1. The name of the Corporation is Heller Affordable Housing of Florida, Inc.
2. The Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 27, 2000.
3. The Amended and Restated Articles of Incorporation were amended by an Articles of Amendment filed with the Secretary of State of the State of Florida on January 27, 2000.
4. The Corporation hereby amends its Articles of Incorporation as follows:
  - (1) Increasing the total number of shares of all classes of stock authorized under Article III from six thousand (6,000) to fourteen thousand (14,000), consisting of (i) four thousand (4,000) shares of Common Stock; and (ii) ten thousand (10,000) shares of Preferred Stock.

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- (2) Increasing the number of shares of Preferred Stock authorized under Article III and designated as Series A Cumulative Redeemable Preferred Stock under Subsection C of Article III from two thousand (2,000) to ten thousand (10,000).

E. This amendment is adopted effective as of the filing of these Articles of Amendment, was approved by unanimous written consent of shareholders of the Corporation as of December 27, 2000, and the number of votes cast for such amendment was sufficient for such approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Correction on behalf of the Corporation effective as of December 28, 2000.

HELLER AFFORDABLE HOUSING OF  
FLORIDA, INC.

By: 

Name: Robert B Wice

Title: Vice President