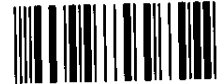


Filing Fee \$25

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5/58/00 16 90 001 Page 1 of 2
2000-08-01 11:04:16
Cook County Recorder 23.00

SUBMIT IN DUPLICATE!



00579543

LPR307/25/00:01:7691: 25.00 CK01
SOSIL 0002312 FILED 202

Return to: Department of
Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, IL 62756
Telephone: (217) 785-8960
http://www.sos.state.il.us.

All correspondence regard-
ing this filing will be sent to
the registered agent of the
limited partnership unless a
self-addressed envelope with
pre-paid postage is included.

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)
(Please type or print clearly)

1. Limited partnership's name: DAVIS APARTMENTS LIMITED PARTNERSHIP
2. File number assigned by the Secretary of State: 002312
3. Federal Employer Identification Number (F.E.I.N.): 363231454
4. The certificate of limited partnership is amended as follows:
(Check all applicable changes here and specify them in item 5.)
(Address changes, P.O. Box alone and c/o are unacceptable)
 - a) Admission of a new general partner (give name and business address in item 5 on reverse).
 - b) Withdrawal of a general partner (give name in item 5 on reverse).
 - c) Change of registered agent and/or registered agent's office (give new name and address, including county on item 5 on reverse).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county, in item 5 on reverse).
 - e) Change in the general partners name and/or business address (give name and new address in item 5 on reverse).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount in item 5 on reverse).
 - g) Change in limited partnership's name (give new name in item 5 on reverse).
 - h) Change in date of dissolution (give new date in item 5 on reverse).
 - i) Other (give information in item 5 on reverse).

BOX 416 (R. Cordes)

5. Place Item #4 changes here:

Item 4(a): The new general partner is as follows:
Capital Associates Development Corp., an Illinois corporation
1201 North Clark Street - Suite 300
Chicago, Illinois 60610

Item 4(b): The withdrawing general partner is as follows:
Capital Associates Development Corp., a Delaware corporation
1201 North Clark Street - Suite 300
Chicago, Illinois 60610

If additional space is needed for item 4, it must be continued in the same format on a plain white 8 1/2 x 11 sheet, which must be stapled to this form.

6. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

| SIGNATURE AND NAME | BUSINESS ADDRESS |
|---|--|
| 1. Signature <u><i>Deno T. Varlas</i></u> | Number/Street <u>1201 North Clark Street - Suite 300</u> |
| Type or print name and title <u>Deno T. Varlas,</u> Chief Financial Officer | City/town <u>Chicago</u> |
| Name of General Partner if a corporation or other entity <u>Capital Associates Development Corp.,</u> a Delaware corporation (the withdrawing General Partner) | State <u>Illinois</u> ZIP Code <u>60610</u> |
| 2. Signature <u><i>Deno T. Varlas</i></u> | Number/Street <u>1201 North Clark Street - Suite 300</u> |
| Type or print name and title <u>Deno T. Varlas,</u> Chief Financial Officer | City/town <u>Chicago</u> |
| Name of General Partner if a corporation or other entity <u>Capital Associates Development Corp.,</u> an Illinois corporation (the new General Partner) | State <u>Illinois</u> ZIP Code <u>60610</u> |
| 3. Signature _____ | Number/Street _____ |
| Type or print name and title _____ | City/town _____ |
| Name of General Partner if a corporation or other entity _____ | State _____ ZIP Code _____ |

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

DO NOT SEND CASH!