

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 26, 2004

Charlesgate Park Affordable Housing Partners, L.P.

Print Name of Limited Partnership

By Its General Partner: CG PARK CORP.

By *Cecilia Mascopano*

By Its *President*

By _____

By _____