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ID Number: 131288



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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SECRETARY OF STATE
CORPORATIONS DIV
2011 DEC 21 AM 9:35

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Georgiaville Apartments, L.P.

2. The date of filing of the Certificate of Limited Partnership is April 11, 2003

3. The Certificate of Limited Partnership (as previously amended None)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

As provided for in the Second Amendment, a copy of which is attached hereto as Exhibit A

Multiple horizontal lines for text entry.

FILED

DEC 21 2011

BY [Signature] 159086 9:35

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.

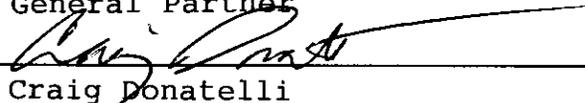
Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 1, 2011

Georgiaville apartments, L.P.

Print Name of Limited Partnership

By KCEE Realty, LLC
General Partner

By 
Craig Donatelli
a Manager

By _____

By _____

By _____

EXHIBIT A

SECOND AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT OF
GEORGIAVILLE APARTMENTS, L.P.

THIS SECOND AMENDMENT to the Limited Partnership Agreement of Georgiaville Apartments, L.P. (the "Partnership") is entered into between the Estate of A. Edmund Donatelli, Sr. ("AED"), KCEE Realty, LLC ("KCEE"), Craig Donatelli "CD") and Keith Donatelli ("KD") as of the first day of November, 2011;

WHEREAS, A. Edmund Donatelli and KCEE entered into a Limited Partnership Agreement dated July 28, 2004 (the "Agreement"), and A. Edmund Donatelli, KCEE, CD and KD entered into the First Amendment to the Agreement dated May 1, 2007; and

WHEREAS, a change in the status of AED as a Partner has occurred that requires a further amending of the Agreement.

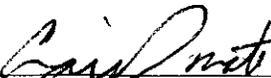
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. AED is now deceased, and in accordance with the provisions of the Agreement, the personal representative of AED hereby withdraws AED as a General and Limited Partner of the Partnership and allocates his ownership percentage interest equally to CD and KD as a Limited Partner interest, and Schedule A to this Second Amendment reflects said reallocation.

2. The Agreement, except as amended by this Second Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be executed by its duly authorized representative.

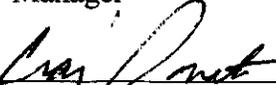
Estate of A. Edmund Donatelli

By: 
Craig Donatelli
Executor


Keith Donatelli

KCEE Realty, LLC

By: 
Craig Donatelli
Manager


Craig Donatelli

SCHEDULE A

<u>Partner</u>	<u>Percentage Interest</u>	<u>Capital Contribution</u>
General Partner:		
KCEE Realty, LLC	2%	\$200.00
Limited Partners:		
KCEE Realty, LLC	48%	\$400.00
Craig Donatelli	25%	\$50.00
Keith Donatelli	25%	\$50.00



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

