

Filing Fee: \$50.00

ID Number: 65125



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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:
Mutual Apartment Properties L.P.
- 2. The date of filing of the Certificate of Limited Partnership is August 7, 1991
- 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]

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

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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: April 9, 2012

MUTUAL APARTMENT PROPERTIES L.P.

Print Name of Limited Partnership

By: MAP Real Estate Incorporated, its General Partner

By: Stephen G. Soscia Pres.
Stephen G. Soscia, President

By _____

By _____

By _____

By _____

EXHIBIT A

TO
CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MUTUAL APARTMENT PROPERTIES L.P.
(ID Number: 65125)

RESOLVED: That Article SECOND of the Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

"SECOND. The address of the specified office at which the records of the Partnership shall be kept is One James P. Murphy Highway, Suite 200, West Warwick, RI 02893, and the name and address of the agent for service of process is Stephen G. Soscia, One James P. Murphy Highway, Suite 200, West Warwick, RI 02893."

RESOLVED: That Article THIRD of the Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

"THIRD. The name and business address of the sole general partner is as follows:

<u>General Partner</u>	<u>Business Address</u>
MAP Real Estate Incorporated	One James P. Murphy Highway Suite 200 West Warwick, RI 02893"

RESOLVED: That Article FOURTH of the Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

"FOURTH. The mailing address for the Partnership is Mutual Apartment Properties L.P., One James P. Murphy Highway, Suite 200, West Warwick, RI 02893."

RESOLVED: That Article FIFTH of the Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

"FIFTH. The latest date upon which the Partnership is to dissolve is July 31, 2041."



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

