FILED
GREENVILLE CO. S. C.
JUN 28 2 10 PM '77
DONNIE S. TANKERSLEY
R.M.C

AMENDED

CERTIFICATE OF LIMITED PARTNERSHIP

FOUNTAIN INN CO.

Amendment to the Certificate of Limited Partnership filed on February 4, 1977 in the name of Fountain Inn Co.

Pursuant to the provision of Section 1781.02 of the Ohio Revised Code, the following information is hereby submitted by the parties desiring to form a Limited Partnership.

1. The name of the Partnership is FOUNTAIN INN CO.

2. The character of the business is the ownership, construction, management and operation of a Farmers Home Administration apartment community.

3. The location of the principal place of business of the Partnership is Fairview Street in Fountain Inn, South Carolina. The principal office of the Partnership is in the City of Columbus, Franklin County, Ohio.

4. The name and place of residence of each member is as follows:

A. GENERAL PARTNERS:

The Bernstein Group, Inc.
140 East Town Street, Suite 1010
Columbus, Ohio 43215

Richard K. Bernstein
8111 Blind Brook Court
Worthington, Ohio 43085

W. Tully Johnson
11 Berryhill Road
Greenville, South Carolina 29607

B. ORIGINAL LIMITED PARTNER:

Richard K. Bernstein
8111 Blind Brook Court
Worthington, Ohio 43085

5. The term of the Partnership shall exist from the date of the recording of this Certificate until the 4th day of February, 2057, unless sooner terminated by: (a) the withdrawal, adjudication or bankruptcy, insolvency or dissolution of the General Partner; (b) a decision of the General Partners to dissolve the Partnership; (c) a decision of the General Partners to sell all or substantially all of the assets of the Partnership.

4328 RV.2