

B93000000028

900 N. MICHIGAN AVENUE
CHICAGO, IL 60611

November 12, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

000002372310--9
-01/23/98--01008--009
*****17.50 *****17.50

Re: **Carlyle Income Associates-II, L.P., Limited**
Fein: **36-3555432**

000002372310--9
-12/15/97--01093--009
*****35.00 *****35.00

Greetings:

Enclosed, please find the Certificate of Amendment to the Certificate of Registration for the above referenced limited partnership and check #020009 in the amount of \$35.00.

Evidence of filing should be sent to my attention at the above referenced address. If you have any questions regarding this document, please contact the undersigned at (312) 915-1931. Thank you.

Sincerely,

K. Schwartz

Kim Schwartz
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 1:01

Name	Enclosures
Availability	
cc.	Paul Nielsen
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

C. TAX _____
FILING 17.50
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. DANK _____
BALANCE DUE _____
REFUND _____

B93000000028

(cc:apamnd)

W97000028480



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1997

KIM SCHWARTZ
CARLYLE INCOME ASSOCIATES-II, L.P., LIMI
900 N MICHIGAN AVENUE
CHICAGO, IL 60611

SUBJECT: CARLYLE INCOME ASSOCIATES-II, L.P., LIMITED
Ref. Number: B93000000028

We have received your document for CARLYLE INCOME ASSOCIATES-II, L.P., LIMITED and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The fee to file an amendment for a limited partnership is \$52.50. We will need an additional \$17.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 497A00060080

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Carlyle Income Associates-II, L.P., Limited

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The new name of the limited partnership is AGPP Associates, L.P., Limited.

Kimberly Schwartz, Assistant Secretary
(Signature of a General Partner)

JMB Realty Corporation

(Typed or printed name of General Partner signing above)

STATE OF Illinois

COUNTY OF USA

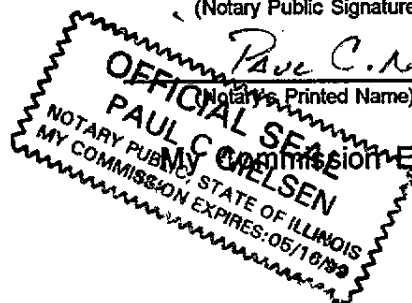
On this 18th day of November, 19 97,
personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Paul C. Nielsen
(Notary Public Signature)

Paul C. Nielsen
(Notary's Printed Name)



Seal