



THE UNITED STATES
CORPORATION
COMPANY

395000000192

ACCOUNT NO. : 072100000032

REFERENCE : 980722 4321791

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pajota

ORDER DATE : January 29, 2001

ORDER TIME : 12:43 PM

ORDER NO. : 980722-235

CUSTOMER NO: 4321791

300003656193--1

CUSTOMER: Ms. Lesley V. Benjamin
The Related Companies, Inc.
625 Madison Avenue, 9th Floor

New York, NY 10022

CHANGE OF AGENT

NAME: INDEPENDENCE TAX CREDIT PLUS
L.P. II

FILED
01 FEB -7 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

RECORDED
01 FEB -7 PM 1:39
DIVISION OF CORPORATION

RM
27

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. INDEPENDENCE TAX CREDIT PLUS L.P. II

Name of the limited partnership

2. 05/30/1995

Date of filing/registration in Florida

3. B95000000192

Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

FILED
01 FEB - 7 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and/or office:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **not** acceptable)

Tallahassee

FL

32301

City, State and Zip

6. Such change(s) was/were authorized by the general partners.

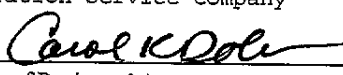
RELATED INDEPENDENCE ASSOCIATES INC.


Signature of General Partner

Alan P. Humes, SR. EXECUTIVE V.P.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

Corporation Service Company


Signature of Registered Agent

**Make checks payable to Florida Department of State and mail to:
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00**