A19888

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A19888

May 1, 2006

Thomas K. Roe
Sheri L. Roe
2016 Grayson Drive
Navarre, FL 32566
Home: (850) 936-1141

Via Express Mail

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Leesburg RRH, Ltd. II / Document No. A19888

Dear Sir or Madam:

Enclosed please find an original and one copy of an Assignment of Limited Partnership Interest and Substitution of Limited Partner, and a Certificate of Amendment and Amendment to Limited Partnership Agreement regarding the above referenced limited partnership. If you would, please file the original documents with the State of Florida and return a file-stamped copy to me. In addition, please issue a Certificate documenting the changes to this limited partnership.

I have enclosed a check for $61.25 for your services. If you have any questions, please do not hesitate to contact me.

Sincerely,

Sheri L. Roe

Sheri L. Roe

Enclosures

CERTIFICATE OF AMENDMENT AND
AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

LEESBURG RRH, LTD. II

This Certificate of Amendment and Amendment to Limited Partnership Agreement is made and entered into this 29 day of April, 2006, by and between the undersigned, and amends that certain Limited Partnership Agreement and Certificate of Limited Partnership for Leesburg RRH, Ltd. II, a Limited Partnership, dated May 3, 1985, and filed with the Secretary of State of the State of Florida on May 9, 1985, Limited Partnership number A19888, and as amended by First Amendment to Limited Partnership Agreement, dated April 1, 1991 and filed with the Secretary of State of the State of Florida on May 31, 1991, and further amended by Certificate of Amendment and Amendment to Limited Partnership Agreement, dated October 14, 1993 and filed with the Secretary of State of Florida on November 24, 1993, and further amended by Certificate of Amendment and Amendment to Limited Partnership Agreement, dated December 30, 1993 and filed with the Secretary of State of Florida on January 14, 1994.

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WITNESSETH:

Whereas, Timothy S. Roe has assigned all his interest as limited partner in the limited partnership to Thomas K. Roe and Sheri L. Roe, and Thomas K. Roe and Sheri L. Roe have succeeded to his interest.

Whereas, the undersigned desire to amend the limited partnership agreement and Certificate of Limited Partnership to set forth the substitution of the undersigned as Limited Partners as set forth herein, and the withdrawal of Timothy S. Roe as withdrawing Limited Partner.

Now, therefore, in consideration of the premises, the undersigned do hereby amend the Limited Partnership Agreement and Certificate of Limited Partnership as follows:

1. Substituted Limited Partner. Thomas K. Roe and Sheri L. Roe are hereby substituted for the withdrawing Limited Partner, Timothy S. Roe, and they shall replace Timothy S. Roe as Limited Partner of the Partnership. As substituted Limited Partner, Thomas K. Roe and Sheri L. Roe shall have all of the powers, privileges, obligations and liabilities of Limited General Partners as stated in the Partnership Agreement.

2. Units. For the purposes of allocation profits, losses and cash flow, the 100 partnership units shall be distributed among the Partners as follows:

General Partner:
Thomas K. Roe 5 units

Limited Partner: Thomas K. Roe	90 units	
Limited Partner: Sheri L. Roe	5 units	
Total	100 units	

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3. Partnership Agreement Remains Unchanged. In all other respects, the Partnership Agreement and Certificate of Limited Partnership remains unchanged.

4. Acceptance of Transfer. The substituted partners hereby accept the transfer of partnership interests as stated herein, and agree to be bound by the Partnership Agreement and any related documents.

5. Consent of General Partner. The General Partner hereby consents to all of the transfers of Partnership interests, as stated herein.

In Witness Whereof, the undersigned has executed this instrument the day and year first above written.

General Partner:

Thomas K. Roe

Withdrawing Limited Partner:

Timothy S. Roe

Substituting Limited Partner:

Thomas K. Roe

Substituting Limited Partner:

Sheri L. Roe

State of Florida
County of LAKE

The foregoing instrument was acknowledged before me this 29TH day of APRIL, 2006 by Thomas K. Roe, as General Partner, who is personally known to me or who has personally produced DRIVERS LICENSE as identification.

THOMAS R. PRICKETT
Notary Public - State of Florida
My Commission Expires Oct 26, 2009
Commission # DD 485893
Bonded By National Notary Assn.

Thomas R. Prickett
Notary Public
Commission Number: DD 485893
My Commission Expires: OCT 26 2009

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TALLAHASSEE, FLORIDA

State of Florida
County of LAKE

The foregoing instrument was acknowledged before me this 29TH day of APRIL, 2006 by Sheri L. Roe, as Limited Partner, who is personally known to me or who has personally produced DRIVERS LICENSE as identification.

THOMAS R. PRICKETT
Notary Public - State of Florida
My Commission Expires Oct 26, 2009
Commission # DD 485893
Bonded By National Notary Assn.

Thomas R. Prickett
Notary Public
Commission Number: DD 485893
My Commission Expires: OCT 26 2009

State of Florida
County of Lake

The foregoing instrument was acknowledged before me this 29TH day of APRIL, 2006 by Timothy S. Roe, as Withdrawing Limited Partner, who is personally known to me or who has personally produced DRIVERS LICENSE as identification.

THOMAS R. PRICKETT
Notary Public - State of Florida
My Commission Expires Oct 26, 2009
Commission # DD 485893
Bonded By National Notary Assn.

Thomas R. Prickett
Notary Public
Commission Number: DD 485893
My Commission Expires: OCT 26 2009

ASSIGNMENT OF LIMITED PARTNERSHIP INTERESTS
AND
SUBSTITUTION OF LIMITED PARTNERS

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TALLAHASSEE, FLORIDA

This Assignment and Substitution is made and entered into this 29 day of April, 2006, by and between Timothy S. Roe, hereinafter called Assignor, and Thomas K. Roe and Sheri L. Roe, hereinafter called the Assignees.

Witnesseth:

Whereas, the Assignor owns 25 units of limited partnership interest, as Limited Partner of the Leesburg RRH, Ltd. II (document number A19888), limited partnership and desires to assign, sell, convey and transfer the interests to the Assignees.

Whereas, the Assignees wish to accept the assignment, conveyance and transfer of the interests from the Assignor and to acknowledge receipt thereof.

Now, therefore, in consideration of $10.00 and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. Assignor hereby assigns, sells, conveys and transfers all of the limited partnership interest in Leesburg RRH, Ltd. II and all right, title, interest and obligation therewith to the Assignees as follows:

Timothy S. Roe – 20 units as Limited Partner to Thomas K. Roe

Timothy S. Roe - 5 units as Limited Partner to Sheri L. Roe

Total Transfer – 25 units

2. Assignees hereby accept from Assignor the assignment, transfer and conveyance of the units and all of such right, title, interest, benefit, and obligation and agree that they shall be substituted limited partners of Leesburg RRH, Ltd. II limited partnership, as specified above.

3. Assignees hereby covenant and agree to abide by and perform each and every term, agreement, requirement and responsibility of a Limited Partner, as applicable, under the Limited Partnership Agreement as now existing or as may be hereafter amended.

In witness whereof, the undersigned have executed this instrument as of the day and year first above written.

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TALLAHASSEE, FLORIDA

Assignor:

Timothy S. Roe

Assignees:

Thomas K. Roe

Sheri L. Roe

State of Florida
County of LAKE

The foregoing instrument was acknowledged before me this 29TH day of APRIL, 2006, by Thomas K. Roe and Sheri L. Roe, who are personally known to me or who have produced DRIVER'S LICENSE as identification.

THOMAS R. PRICKETT
Notary Public - State of Florida
My Commission Expires Oct 26, 2009
Commission # DD 485893
Bonded By National Notary Asen.

Notary Public
Commission Number: DD 485893
My Commission Expires: OCT 26, 2009

State of Florida
County of Lake

The foregoing instrument was acknowledged before me this 29TH day of APRIL, 2006, by Timothy S. Roe, as who is personally known to me or who has produced DRIVER'S LICENSE as identification.

THOMAS R. PRICKETT
Notary Public - State of Florida
My Commission Expires Oct 26, 2009
Commission # DD 485893
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Notary Public
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