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BK

STATE OF FLORIDA
TALLAHASSEE, FLORIDA
03 NOV -4 PM 4:17

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
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CT CORPORATION

52.50

November 5, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

RECEIVED
03 NOV -5 AM 11:19
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
03 NOV -4 PM 4:18
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Re: Order #: 5968763 SO
Customer Reference 1: None given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Phoenix Realty Special Account-U, L.P. (DE)
New Name: Special Account - U, L.P.
Misc - Foreign LP Filing - Name Change to Special Account - U, L.P.
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

File Simultaneous ↑

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

Phoenix Realty Special Account - U, L.P.

(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:

- 1) The name of Phoenix Realty Special Account - U, L.P. is now Special Account - U, L.P.
- 2) The general partner of the partnership is now Henderson Global Investors GP, L.L.C.

FILED
03 NOV -4 PM 4 18
TALLAHASSEE, FLORIDA



(Signature of a General Partner)

Brian C. Booker, Secretary Henderson Global Investors GP, L.L.C.

(Typed or printed name of General Partner signing above)

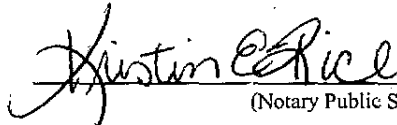
STATE OF Illinois

COUNTY OF Cook

On this 31 day of October, 2003, Brian C. Booker personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



(Notary Public Signature)

Kristin E. Rice

(Notary's Printed Name)

Seal



My Commission Expires:

9/19/04