

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000162883 3)))



H100001628833ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED

10 JUL 16 AM 6:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
NORTHBRIDGE AT MILLENIA PARTNERS II, LTD.

T. CLINE

JUL 19 2010

EXAMINER

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$61.25

**AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTHBIDGE AT MILLENIA PARTNERS II, LTD.**

Pursuant to the provisions of §620.1202, Florida Statutes, the undersigned, constituting the former and current general partners of NORTHBIDGE AT MILLENIA PARTNERS II, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The current name of the Partnership is NORTHBIDGE AT MILLENIA PARTNERS II, LTD.

2. The date of the filing of the original certificate of limited partnership of the Partnership was September 23, 2002, as amended by that certain Amended and Restated Certificate of Limited Partnership filed on December 31, 2009 (collectively the "Certificate").

3. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. The name and business address of the General Partner is:

CED Capital Holdings 2003 E, L.L.C., a
Florida limited liability company
700 West Morse Blvd., Suite 220
Winter Park, Florida 32789

The undersigned has hereto executed this Amendment this 15th day of July, 2010.

FORMER GENERAL PARTNER:

SAS CED CAPITAL HOLDINGS NORTHBIDGE II
MANAGERS, L.L.C., a Florida limited liability
company

By: Southern Affordable Services, Inc., a Florida
non-profit corporation

By: [Signature]
Name: Scott D. Chalk
Title: President

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2003 E, L.L.C., a Florida
limited liability company

By: [Signature]
Name: Kristen Sporn
Title: Manager

CLERK OF STATE
LAHOSSEE FLORIDA

2010 JUL 16 AM 8:40

FILED

62-24595

**AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTHBIDGE AT MILLENIA PARTNERS II, LTD.**

Pursuant to the provisions of §620.4202, Florida Statute, the undersigned, constituting the former and current general partners of NORTHBIDGE AT MILLENIA PARTNERS II, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The current name of the Partnership is NORTHBIDGE AT MILLENIA PARTNERS II, LTD.

2. The date of the filing of the original certificate of limited partnership of the Partnership was September 23, 2002, as amended by that certain Amended and Restated Certificate of Limited Partnership filed on December 31, 2009 (collectively the "Certificate").

3. Paragraph 3 of this Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. The name and business address of the General Partner is:

CED Capital Holdings 2003 B, L.L.C., a
Florida limited liability company
700 West Mills Blvd., Suite 220
Winter Park, Florida 32789

The undersigned has hereto executed this Amendment this 15th day of July, 2010.

FORMER GENERAL PARTNER:

SAS CED CAPITAL HOLDINGS NORTHBIDGE II
MANAGERS, L.L.C., a Florida limited liability
company

By: Southern Affordable Services, Inc., a Florida
non-profit corporation

By: Scott D. Bak
Name: Scott D. Bak
Title: President

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2003 B, L.L.C., a Florida
limited liability company

By: [Signature]
Name: William J. Jones
Title: Managing Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JUL 16 AM 05:40

FILED