

AN-28'03(TU) 5:31 BILZIN, SUMBERG, ET. AL TEL 305-374-5555 P.001
Division of Corporations Page 1 of 2
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Florida Department of State
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LIMITED PARTNERSHIP AMENDMENT

NRPII INVESTORS, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NRPII INVESTORS, LLLP**

The undersigned, NRPII GP, LLLP, a Florida limited liability limited partnership, being the withdrawing general partner of NRPII Investors, LLLP, a Florida limited liability limited partnership (the "Partnership"), and NRPII SPE GP II, LLC, a Florida limited liability company, being the newly admitted general partner of the Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Partnership, as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited liability limited partnership is NRPII Investors, LLLP (the "Partnership").

2. The Partnership was formed as a limited partnership under the laws of the State of Florida on January 10, 2003, the date on which a Certificate of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Florida under Document No. A03000000047. The Partnership elected to become a limited liability limited partnership under the law of the State of Florida on January 10, 2003, the date on which its Statement of Qualification was filed with the Secretary of State of the State of Florida.

3. In consideration for future services to be rendered to the Partnership, New River II GP, LLC, a Florida limited liability company, having a mailing address of 115 NW 167th Street, #300, North Miami Beach, Florida 33169, has been admitted as a general partner of the Partnership.

4. Immediately following the admission of New River II GP, LLC, as a general partner of the Partnership, NRPII GP, LLLP, a Florida limited liability limited partnership having a mailing address of 115 NW 167th Street, #300, North Miami Beach, Florida 33169, then a general partner of the Partnership, withdrew as a general partner of the Partnership.

6. The partners of the Partnership have agreed to continue the business of the Partnership pursuant to Section 620.157, Florida Statutes.

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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Partnership has been duly executed by each of the withdrawing general partner and the newly-admitted sole general partner of the Partnership as of the 24th day of January, 2003.

WITHDRAWING GENERAL PARTNER:

NRPII GP, LLLP, a Florida limited liability limited partnership

By: NRPII SPE GP I, LLC, a Florida limited liability company

By: _____

Granvil M. Tracy, Manager

SOLE GENERAL PARTNER:

New River II GP, LLC, a Florida limited liability company

By: _____

Granvil M. Tracy, Manager

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