

MAR 21 '03 (TUE) 10:49 BILZIN SUMBERG BAENA PRICE & AXELROD LLP (305) 374-7580 .001
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** Please Date the Filing of the Statement of Qualification for Florida limited liability limited Partnership the same date as the date of Filing of the Certificate of limited Partnership*

LIMITED PARTNERSHIP AMENDMENT

NRPH ASSOCIATES, LTD.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP OF
NRPII ASSOCIATES, LTD.**

1. The name of the limited partnership as identified in the records of the Florida Department of State is NRPII Associates, Ltd. Attached hereto is a copy of the limited partnership's Certificate of Limited Partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. The limited partnership adopts the suffix "LLLP" and, upon the filing of this Statement of Qualification, the name of this entity shall be NRPII Associates, LLLP.

3. The street address of the limited partnership's principal office in Florida and its chief executive office is:

115 N.W. 167 Street
Suite 300
North Miami Beach, Florida 33169.

4. The limited partnership hereby elects to be a limited liability limited partnership.

5. The effective date of this filing shall be as of the date that this document is filed with the Florida Secretary of State.

6. The name and Florida street address of the limited partnership's agent for service of process required to be maintained pursuant to Section 620.105, Florida Statutes, as amended, are:

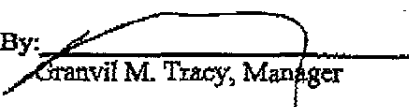
Granvil M. Tracy
115 N.W. 167 Street
Suite 300
North Miami Beach, Florida 33169.

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 20th day of March, 2003.

GENERAL PARTNER:

NRPII Associates GP, LLC, a Florida
limited liability company

By: 

Granvil M. Tracy, Manager

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