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From: **VERA TORRES**
Account Name : LOWMEDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
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Please arrange filing with the name "HPD STARKEY LAKES II, LLP" with a filing date of March 7, 2005, the date of the filing of the Certificate of Limited Partnership, and return a certification to me. Thank you.

LIMITED PARTNERSHIP AMENDMENT

HPD STARKEY LAKES II, LTD.

Certificate of Status	0
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STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

HPD Starkey Lakes II, Ltd., a Florida limited partnership, hereby makes and files with the Secretary of State of the State of Florida, this Statement of Qualification for Florida Limited Liability Limited Partnership for the purpose of qualifying as a limited liability limited partnership in accordance with Section 620.187 of the Florida Revised Uniform Limited Partnership Act.

1. **NAME**. The name of the partnership is HPD Starkey Lakes II, Ltd., a Florida limited partnership (the "Partnership").
2. **SUFFIX**. The suffix adopted for the Partnership is "LLLP."
3. **ADDRESS**. The street address of the Partnership's chief executive office and its principal office in the State of Florida is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602.
4. **ELECTION**. The Partnership hereby elects to be a limited liability limited partnership.
5. **EFFECTIVE DATE**. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.
6. **REGISTERED AGENT**. The name of the Partnership's registered agent for service of process is Gary W. Harrod and his street address is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602.

EXECUTED this 3 day of March, 2005.

GENERAL PARTNER:

Harrod Development, Inc., a Florida corporation

By: 

Gary W. Harrod, President

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