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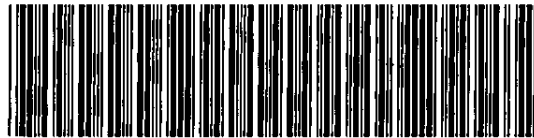
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J. BRYAN

AUG 15 2006



2194 Highway A1A, Suite 301
Indian Harbour Beach, FL 32937
321-777-2345

July 18, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

Enclosed are the required documents and a check to amend Eagle Energy Development 2005-II Limited Partnership, filing date August 24, 2005. The contact person is E.J. Stillie. Your acknowledgement should be sent to the above address. Thank you for your assistance.

Cordially yours,

A handwritten signature in black ink, appearing to read "Edward L. Stillie", written over a horizontal line.

Edward L. Stillie
Chairman, President/CEO
Managing General Partner

Enclosures:

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

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EAGLE ENERGY DEVELOPMENT 2005-LL LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on AUGUST 24, 2005, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

AMENDMENT TO #8 (NAMES OF GENERAL PARTNERS)
AMENDMENT SHALL DELETE THE ATTACHED LIST OF GENERAL
PARTNERS, WHO'S NAMES AND ADDRESSES ARE ATTACHED
EAGLE ENERGY, INC. REMAINS AS THE ONLY GENERAL PARTNER.
#P020000021042

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Edward A. Little

Signature(s) of new general partner(s), if applicable:

SEE ATTACHMENT

Attachment to Certificate of Amendment to Certificate of Limited Partnership of Eagle
Energy Development 2005-II Limited Partnership

Delete and remove the following general partners:

William G. & Julienne M. Chavanne
1696 Justin Drive
Gambrills, MD 21054

John J. & Marie D. Denice
104 Berrywood Drive
Severna Park, MD 21146

Glenn D. & Rose L. Haggstrom
10414 Breckinridge Lane
Fairfax, VA 22030

Stephen B. & Doreen K. Sanborn JT
8732 Beechwood Drive
Fairfax, VA 22031

Ronald Shelley
23624 N. 55th Drive
Glendale, AZ 85310

Patrick & Adele Trowbridge,
9103 Reagan Road
San Diego, CA 92126

Daniel & Joann Stoll Trust
1737 Beryl Street
San Diego, CA 92109

Stuart L. & Hilda Gallant
11482 Ash Creek Place
San Diego, CA 92131

Jeremy & Moosong Beste
5073 Seachase Way
San Diego, CA 92130

Harold S. Warren
821 Laurel Avenue
Orlando, FL 32803

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James R. & Martha M. Fields
10923 Howland Drive
Reston, VA 20191

Kenneth D. Jr. & Barbara A. Hafner
227 Surrey Drive
Bonita, CA 91902

Susan E. Johnson
1225 Martha Curtis Dr. #1420
Alexandria, VA 22302

Wayne H. Kuenzli
1421 Lexington Ave. #243
Mansfield, OH 44907-2629

Gordon R. Jensen
970 Eagle Way
North Salt Lake, UT 84054

James L. & Cheryl L. Markham
2977 Wind Creek Rd.
Alpine, CA 91901-4114

Ray J. Miller
5752 Republic of Texas Blvd.
Austin, TX 78735

Dan B. & Kathleen L.
2626 Mira Montana Pl.
Del Mar, CA 92014

Dana H. & Kathy Q. Anderson
1812 Cranberry Lane
Reston, VA 20191

Gary D. & Suzanne S. Smith,
2125 John Dewitt Place
Alpine, CA 91901

Clare P. Weaver
26 Bridge Street
Manchester, MA 01944

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Charles M. Timmons Jr.
110 Pineforest Dr.
Greenville, SC 29601

Eugene F. Diskin Jr.
3238 Country Rose Circle
Encinitas, CA 92024

W. Aubrey & Debbie Morrow
2935 Avocado Pt.
Del Mar, CA 92014

David Y. Wang & Ping Xia
2606 S. Saratoga Ave.
Mesa, AZ 85202

Christopher K. Adams
4218 Waterford Drive
Charlotte, NC 28226

Ronald F. & Sally E. Green
4218 Waterford Drive
Charlotte, NC 28226

B.V. Lawson Jr. TTEE
230 4th Ave. North, Ste 200
Nashville, TN 37219

Darren D. & Janet A. Gibson
12 Roundtree Ct.
Aliso Viejo, CA 92656

Frederick C. Conger
10612 D Providence Rd. #490
Charlotte, NC 28277

Jeff C. Conger
10612 D Providence Rd. #490
Charlotte, NC 28277

Edward H. Lipford MD
1031 Queens Road West
Charlotte, NC 28207

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Cabell M. & Patsy C. Poindexter
3521 Primrose Avenue
Greensboro, NC 27408

A. Dean & Dorothy D. Bare
4490 Powers Ferry Road
Atlanta, GA 30327

David A. & B. Kay Peterson
10405 Kay Ray Road
Williamsburg, MI 49690

Janet F. Grant Trust
35 Vaughan Ridge Rd.
Bloomfield Hills, MI 48304

James W. Jensen
201 Venice CT.
Satellite Beach, FL 32937

Kwok C. & Shushan S.K. Hung
4491 Yerba Santa Drive
San Diego, CA 92115

Joseph P. & Sharon F. Risse
3580 Stetson Ave.
San Diego, CA 92122

Scott P Kowalchek &
Nichola Harris
13338 Kibbings Road
San Diego, CA

David Haeuszer
501 Marisol Cr. # 116
Celebration, FL 34747

Thomas Jordan Lea
208 McIver Street
Greenville, SC 29601

Albert J. Herler
1259 S. Camden Dr. APT 1D
Los Angeles, CA 90035

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Richard G. Smith
74 Monarch Bay Drive
Monarch Beach, CA 92629

Kenneth L. Hawn
8193 Luckey Point Rd.
Denver, NC 28037

John M. & Geraldine Dauby
1312 Allison Lane
Jeffersonville, IN 47130

Larry W. & Henriette Faast,
1935 La Subida, Way
San Marcos, CA 92078

Joann A. Newman
7398 Iron Bit Drive
Warrenton, VA 20186

Roger H. Watson
240 Lant Lane
Evansville, IN 47715

Robert V. & Victoria S. Wallin
1102 Calle Venezia
San Clemente, CA 92672

Steve Ross & Susan P. Wan Ross
3393 Golden Poppy Way
Yorba Linda, CA 92886

Steve L. Burke
242 Las Flores
Aliso Viejo, CA 92656

Michael Carter
3033 N. Caves Valley Path
Lecanto FL 34461

Thomas E. Suggs
12 Dill Court
Columbia, SC 29204

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Hurdle H. Lea
108 Crescent Ave.
Greenville, SC 29605

Dennis D. Nelson
3033 Riviera Drive #106
Naples, FL 34103

Debra K. London
1311 Cherokee Blvd.
Knoxville, TN 37919

Cathy G. Ackermann
1033 Water Place Way
Knoxville, TN 37922

Joseph F. & Amy P. McLimore
30941 Via Mirador
San Juan Capistrano, CA 92675

Forney Hutchinson
1901 Craigmere Drive
Charlotte, NC 28226

Edwin F. & Carol R. Tupper
1808 Amalfi Drive
Encinitas, CA 92024

Joseph J. & keely Odell LeBlanc:
3068 Sprucewood LN.
Escondido, CA 92027

Charles & Alva DeLao
2306 Illion Street
San Diego, CA 92110

Adrian E. & Cherry Lee
971 Skylark Dr.
La Jolla, CA 92037

Frank R. Wrenn II
110 Holebrook
Greenville, SC 29605

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Signature page for Eagle Energy Development 2005-II Limited Partnership.

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Patrick & Adele Trowbridge,
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By Eagle Energy, Inc. as Attorney in Fact (for all General Partners) under the Eagle Energy Development 2005-II Limited Partnership



Edward L. Stillie
Chairman, President/CEO
Eagle Energy, Inc.
Managing General Partner, Eagle Energy Development 2005-II Limited Partnership