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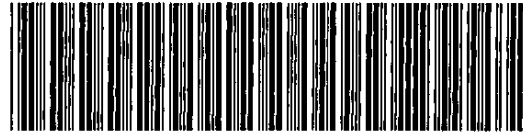
(Business Entity Name)

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TALLAHASSEE, FLORIDA

A06-1089
OK



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

December 20, 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 check to amend Eagle Energy Development 2006-II Limited Partnership Filing date September 13, 2006. The contact person is E.J. Stillie. Your acknowledgement should be sent to the above address. Thank you for your assistance.

Cordially yours,

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

Enclosures:

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

EAGLE ENERGY DEVELOPMENT 2006-II 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 SEPTEMBER 13, 2006, 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 INCLUDE THE ADMISSION OF THE
FOLLOWING NEW GENERAL PARTNERS, WHO'S NAMES
AND ADDRESSES ARE ATTACHED.

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. Stille

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

SEE ATTACHMENT

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Attachment to Certificate of Amendment to Certificate of Limited Partnership of Eagle
Energy Development 2006-IILimited Partnership

Please add the following general partners:

Wilson B. & Mary V. Moore
522 Gravilla Place
La Jolla, CA 92037

Jere L. & Constance A. Buffington
12601 Stoutwood Street
Poway, CA 92064

Christopher J. & Jean M. Hoppe
212 Bosun Cove
Stafford, VA 22554

David W. & Cynthia S. Balfour
5239 McCormick Mtn. Drive
Austin, TX 78734

Thomas & Kate Runyan
1228 14th Street, APT 106
Santa Monica, CA 90404

Donald H. & Carolyn C. Ostroff
9117 Locarno Drive
Dallas, TX 75243

Susan E. Johnson
1225 Martha Custis Dr, APT. 1420
Alexandria, VA 22302

Thomas P. Goulette
50 Applebee Hill Road
Guilford, ME 04443

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

David L. Barry
10353 Westward Court
San Diego, CA 92131

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

Wade & Laurie Phillips
1178 Virginia Way
La Jolla, CA 92037

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

Robert A. & Mary Lu Colbourn
11424 Wide Valley Lane
San Diego, CA 92131

Richard B. & Mary A. Newman
13679 Orchard Gate Road
Poway, CA 92064

John A. & Julie A. Amodeo
18594 Locksley Street
San Diego, CA 92128

Gary E. & Pamela M. Ferguson
27935 West 95th Street
De Soto, KS 66018

James F. Kirkham
825 Bluff Road
Columbia, SC 29201

Richard M. & Susan J. Dargusch
11527 Windy Ridge Way
San Diego, CA 92126

Richard F. Townsend
822 Capistrano Place
San Diego, CA 92109

Jonathan A. & Marie E. Hughes
11489 Oralane Drive
El Cajon, CA 92020

Angelika & Preston Drake
6675 Rancho Toyon Place
San Diego, CA 92130

Richard C. & Elisie A. Larson
4 Charles Street
Machias, ME 04654

Clarence L. Ray, Jr.
4016 Waterford Drive
Charlotte, NC 28226

Daniel P. & Karin R. Stout
17028 Hersperger Lane
Poolesville, MD 20837

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Maureen T. Syring
401 French Royale Circle
Atlantis, FL 33462

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

Mark V. & Sharon M. Petrarca
1517 Shadow Knolls Lane
El Cajon, CA 92020

Evan B. & Claudine M. Jones
2337 Masters Road
Carlsbad, CA 92008

David A. & Shinja S. Scheidnes
6074 Madra Avenue
San Diego, CA 92120

Fredrick Conger
2015 Climbing Rose Lane
Weddington, NC 28104

Jeffrey C. Conger
6826 Guinevere Drive
Charlotte, NC 28277

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

Thomas W. Richardson
2241 Lancaster
Bloomfield Hills, MI 48302

Gregory W. & Maria Blanco-Shore
11402 Winding Ridge Drive
San Diego, CA 92131

Joan V. Miller
12023 Rusty Road
Fairfax Station, VA 22039

Forney Hutchinson
1901 Craigmere Drive
Charlotte, NC 28226

James M. Stephens
408 Hidden Hills Drive
Greenville, SC 29605

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Randall Tsudama
4712 Admiralty Way, #550
Marina Del Rey, CA 90292

Birch L. Carlson
635 Old Mill Road
Pasadena, CA 91108

James L. & Cheryl L. Markham
2977 Wind Creek Road
Alpine, CA 91901

C. Dan Joyner
237 Collins Creek Drive
Greenville, SC 29607

Frank R. Wrenn III
110 Holbrook Trail
Greenville, SC 29605

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TALLAHASSEE, FLORIDA

Signature page for Eagle Energy Development 2006-II Limited Partnership

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Jere L. & Constance A. Buffington
Christopher J. & Jean M. Hoppe
W. David & Cynthia S. Balfour
Thomas & Kate Runyan
Donald H. & Carolyn C. Ostroff
Susan E. Johnson
Thomas P. Goulette
Stephen B. & Doreen K. Sanborn
David L. Barry
Ronald F. & Sally E. Green
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TALLAHASSEE, FLORIDA

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By Eagle Energy, Inc. as Attorney in Fact (for all General Partners) under the Eagle Energy Development 2006-II Limited Partnership



Edward L. Stillie
Chairman, President/CEO
Eagle Energy, Inc.
Managing General Partner, Eagle Energy Development 2006-II Limited Partnership