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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SANTA FE APARTMENTS II, LTD.

Certificate of Status	1
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08 JAN 10 AM 8:16

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANTA FE APARTMENTS II, LTD.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on November 9, 2007, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be **SANTA FE APARTMENTS II, LTD.** (the "Partnership").

2. The address of the office where records shall be kept shall be The Brandywine Centre 1, 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. The name and business address of the General Partners are:

RICHMAN SF II APARTMENTS, LLC, a Florida limited liability company
The Brandywine Centre I
580 Village Blvd., Suite 360
West Palm Beach, Florida 33409

RICHELSON SF II APARTMENTS, LLC, a Florida limited liability company
4 New King Street, Suite 100
White Plains, New York 10604 **L07-119873**

4. The initial mailing address of the limited partnership is The Brandywine Centre 1, 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.

qth This Amended and Restated Certificate has been executed by the undersigned as of the day of January, 2008.

GENERAL PARTNERS:

**RICHMAN SF II APARTMENTS, LLC, a
Florida limited liability company**

By: TRG III Member, LLC, a Florida
limited liability company, its sole
member

By: 
Kristin Miller, President

**RICHELSON SF II APARTMENTS,
LLC, a Florida limited liability company**

By: _____
Name: _____
Title: _____

qth This Amended and Restated Certificate has been executed by the undersigned as of the day of January, 2008.

GENERAL PARTNERS:

RICHMAN SF II APARTMENTS, LLC, a Florida limited liability company

By: TRG III Member, LLC, a Florida limited liability company, its sole member

By: _____
Kristi M. Miller, President

RICHELSON SF II APARTMENTS, LLC, a Florida limited liability company

By: Eric Richelson
Name: Eric Richelson
Title: Manager