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Florida Department of State  
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**P/LLP AMENDMENT/RESTATEMENT/CORRECTION**

**SANTA FE APARTMENTS II, LTD.**

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Estimated Charge	\$113.75

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

Pursuant to the authority of Section 620.1202, Florida Statutes, the undersigned, as general partner of SANTA FE APARTMENTS II, LTD., a Florida limited partnership (the "Partnership"), hereby submits the following:

1. The current name of the Partnership is SANTA FE APARTMENTS II, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was November 9, 2007, which certificate was later amended by the filing of that certain Amended and Restated Certificate of Limited Partnership of the Partnership on January 10, 2008 (together, the "Certificate").
3. Article III of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof

**THE GP OF SANTA FE II, LLC**, a Florida limited liability company  
The Brandywine Centre 1  
580 Village Blvd., Suite 360  
West Palm Beach, Florida 33409

*208-12110*

[SIGNATURES CONTAINED ON THE FOLLOWING PAGE]

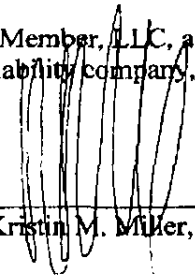
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This Amendment to the Amended and Restated Certificate has been executed by the undersigned as of the 29th day of February, 2008.

**WITHDRAWING GENERAL PARTNERS:**  
**PARTNER:**

**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 M. Miller, President

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

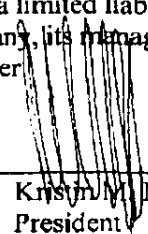
By: \_\_\_\_\_  
Eric Richelson, Manager

**INCOMING GENERAL**

**THE GP OF SANTA FE II, LLC,** a Florida  
limited liability company

By: Richman SF II Apartments, LLC, a  
Florida limited liability company,  
its managing member

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

By:   
Kristin M. Miller  
President

By: Richelson SF II Apartments, a Florida  
limited liability company, its member

By: \_\_\_\_\_  
Eric Richelson, Manager

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**PARTNER:**

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a Florida limited liability company

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

By: \_\_\_\_\_  
Kristin M. Miller, President

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

By:   
Eric Richelson, Manager

**INCOMING GENERAL**

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limited liability company

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its managing member

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member

By: \_\_\_\_\_  
Kristin M. Miller  
President

By: Richelson SF II Apartments, a Florida  
limited liability company, its member

By:   
Eric Richelson, Manager

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