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11-10-97 ; 4:09PM : GEIGER KASDIN -> Department of State:# 1/ 2
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A09441

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NAME: SUNRISE APARTMENTS II, LTD.
AUDIT NUMBER.....H97000018670
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$105.00

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**AMENDMENT TO
CERTIFICATE OF PARTNERSHIP
OF
SUNRISE APARTMENTS II, LTD.**

The Certificate of Limited Partnership of Sunrise Apartments II, Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on October 16, 1980, under Charter Number A09441, is hereby amended as follows:

897-37661

Baron Capital LIV, Inc., a Florida corporation, located at _____ 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be, the sole General Partner.

Cardinal Industries of Florida Services Corporation, a Florida corporation hereby withdraws as a General Partner

Except as amended hereby, the terms of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have hereunto subscribed their hands and seal to this Amendment as of this 7th day of November, 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing hereof.

BARON CAPITAL LIV, INC., General Partner

By: *[Signature]*

Its: PRESIDENT

CARDINAL INDUSTRIES OF FLORIDA
SERVICES CORPORATION, a Florida
Corporation, withdrawing General Partner

By: *[Signature]*

Its: VICE PRESIDENT

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