

A/0000000321

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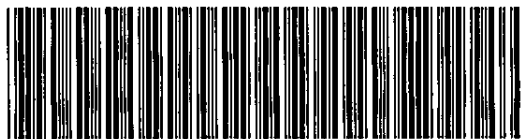
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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** North American Foreclosure and Distressed Opportunities Fund II, LLP  
Name of Limited Partnership or Limited Liability Limited Partnership

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Statement of Change of Registered Office and/or Registered Agent and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

\_\_\_\_\_  
Albert Wessels  
Contact Person  
\_\_\_\_\_  
NAFDOP  
Firm/Company  
\_\_\_\_\_  
PO Box 99  
Address  
\_\_\_\_\_  
Buffalo, NY 14205  
City, State and Zip Code  
\_\_\_\_\_  
albert@nafdof.com  
E-mail address: (to be used for future annual report notification)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

\_\_\_\_\_  
Albert Wessels at ( 289 ) 434-4225  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Florida Department of State.

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP  
STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. North American Foreclosure & Distressed Opportunities Fund, LLLP  
Name of Limited Partnership or Limited Liability Limited Partnership

2. June 8, 2010  
Date of filing/registration in Florida

3. A10000000321  
Florida document number


4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corporation Company of Miami  
Name  
201 South Biscayne Blvd, Suite 1500 (WGM)  
Address  
Miami, FL 33131  
City, State and Zip

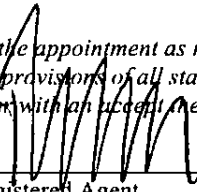
5. The name and Florida street address of the new registered agent and/or office:

Olsen Law Partners, LLP  
Name  
2518 Edwater Dr  
Florida street address (P.O. Box not acceptable)  
Orlando FL 32804  
City, State and Zip

6. Such change(s) ~~is~~ are effective when filed by the Florida Department of State.

  
Signature of General Partner

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Signature of Registered Agent

**Filing Fee: \$35.00**  
**Certified Copy (optional): \$52.50**

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