

Law Offices
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PROFESSIONAL ASSOCIATION
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December 30, 1996

TELEPHONE (305) 442-4994
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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

A12612

Re: Sarasota Properties, Series II, Ltd.

800002051288--7
-01/08/97-01106-018
***105.00 ***105.00

Dear Sir or Madam:

Enclosed please find the following:

1. Two signed copies of the Second Amendment to the Certificate of Limited Partnership of Sarasota Properties, Series II, Ltd. This Second Amendment is being filed pursuant to Florida Statute §620.109(2)(a)(2), withdrawal of a general partner, and has been executed in accordance with Florida Statute §620.114(b) by the remaining general partner, Sarasota-II Property Corporation. Please file one copy and return the certified copy to the undersigned. Also enclosed is a check in the amount of \$105.00 for the required fees.

2. The annual report of Sarasota Properties, Series II, Ltd. and a supplemental affidavit of capital contributions. Also enclosed is a check in the amount of \$585.00 for the required fees.

Should you have any questions regarding this matter, please telephone the undersigned at (305) 577-0600. Thank you.

Very truly yours,

Arden R. Shenkman

Name Availability	A12612
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

ARS/liz

Enclosures
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**SECOND AMENDMENT TO THE
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF SARASOTA PROPERTIES, SERIES II, LTD.**

THIS SECOND AMENDMENT TO THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP of Sarasota Properties, Series II, Ltd. is made and entered into this 10th day of December, 1996, by and between Sarasota II-Property Corporation as General Partner, Sarasota II-NSR Corporation as withdrawing General Partner, Alfred R. Camner, Charles B. Stuzin, Lawrence H. Blum, Marc D. Jacobson, Alan Lederman, Stuart B. Vorzimer, James Rose, Rosalyn Sures, Harvey Miller, Norman S. Rachlin, and Sherman Rosenfield as Limited Partners, and amends that certain Certificate and Agreement of Limited Partnership of Sarasota Properties, Series II, Ltd., dated March 22, 1982 and filed with the Secretary of State on June 1, 1982.

1. The parties hereto have entered into this Second Amendment to the Certificate and Agreement of Limited Partnership of Sarasota Properties, Series II, Ltd. for the purpose of: (i) evidencing the withdrawal of Sarasota II-NSR Corporation, as General and Managing Partner and relinquishing all right, title and interest in and to the Partnership as General and Managing Partner.

2. Article II, Definitions, shall be amended by the deletion of definitions for "General Partners" and "Managing Partners" and the substitution therefor of the following definitions:

"General Partners: Shall be Sarasota II-Property Corporation, a Florida corporation, and any other person or entity subsequently becoming a General Partner pursuant to the terms of this Agreement."

"Managing Partners: Shall be Sarasota II-Property Corporation, a Florida corporation, the General Partner."

3. Article IV, Addresses of Partners, is amended by deleting the information under the heading "General Partner" in its entirety and replacing it with the following:

Sarasota II-Property Corporation (Document #P94000056699)
c/o Alfred R. Camner
550 Biltmore Way
Suite 700
Coral Gables, Florida 33134

4. All references to "Sarasota II-NSR Corporation" as General or Managing Partner in the Limited Partnership Agreement are hereby deleted.



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5. In the event of any conflict between the terms and conditions of this Second Amendment to the Certificate and Agreement of Limited Partnership and the terms and conditions of the First Amendment to the original Certificate and Agreement of Limited Partnership, this Second Amendment to the Certificate and Agreement and such First Amendment shall prevail and control in the operation, interpretation and effect thereof. All other terms and conditions of the original Certificate and Agreement of Limited Partnership and the First Amendment are not otherwise amended hereby and not in conflict herewith are hereby confirmed in their entirety.

IN WITNESS WHEREOF, this Second Amendment to the Certificate and Agreement of Limited Partnership of Sarasota Properties, Series II, Ltd. has been executed as of the date first written above.

Signed, sealed and delivered
in the presence of:

Witnesses:

SARASOTA II-PROPERTY
CORPORATION,
a Florida Corporation,
General Partner

By: 
Alfred R. Camner, Director

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 11th day of December, 1996 by ALFRED R. CAMNER, who is personally known to me or who has produced a valid driver's license.


Notary Public, State of Florida

My Commission Expires:

MARIA D. CARPIO
Notary Public, State of Florida
No. GC501028
Commission Expires October 11, 1999

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