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INVESTORS GENERAL, INC.

December 4, 2003

Florida Dept. of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Investors Florida Capitol Fund, Ltd.


To Whom It May Concern:

Enclosed please find a Certificate of Amendment for the referenced partnership. Please forward your acknowledgement to my attention at the address below.

Should you have any questions or need any additional information, you may contact me at 214-741-9870.

Thank you in advance for your assistance.

Sincerely,



Linda M. LeDuc

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DIVISION OF CORPORATIONS  
FLORIDA DEPT. OF STATE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNESHIP  
OF  
INVESTORS FLORIDA CAPITOL FUND, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on April 5, 1988, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** This Amendment was made and entered into as of May 31, 1996, by and between INVESTORS GENERAL, INC., a Florida corporation referred to as the "General Partner", IG Capital Holdings Limited Partnership, a Nevada Limited Partnership referred to as the "New Limited Partner" and the Existing Limited Partners. Investors Florida Capitol Fund, Ltd. (the "Partnership") was duly formed as a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) by the execution of a Limited Partnership Agreement dated as of April 5, 1988, which agreement was amended by an Amended and Restated Limited Partnership Agreement dated August 17, 1988, (collectively the "Original Agreement") and the filing of a Certificate of Limited Partnership on April 5, 1988, with the Secretary of State of the State of Florida.

The General Partner and Existing Limited Partners have authorized the admittance of the New Limited Partner. In exchange for the New Limited Partner's contribution of up to \$250,000 of capital for purposes of refinancing the Partnership's mortgage indebtedness and securing a discount on the existing mortgages, the New Limited Partners shall receive a 49% limited partnership interest in the partnership, and a return of capital and return on capital of 12% prior to any return to other non-secured creditors.

Article III, Definitions, Section 3.01 (II) Priority Return – shall read: Shall mean a 12% annum compounding cumulative return on the Limited Partners' Adjusted Capital Investments after the payment of the Class A Priority Return.

Article VIII, Allocation of Income, Loss and Distributions, Section 8.02 Distributions (b)(i) shall read: First, 100% to the holders of Class A Units until such holders have received Distributions equal to the total of their Original Capital Investment and the Class A Priority Return

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

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**THIRD:**

GENERAL PARTNER:  
INVESTORS GENERAL, INC.

By: Linda M. LeDuc  
Linda M. LeDuc, Vice President

LIMITED PARTNERS:

All Limited Partners now and hereafter accepted pursuant to Powers of Attorney now or hereafter executed in favor, and delivered to, the General Partner:

INVESTORS GENERAL, INC.

By: Linda M. LeDuc  
Linda M. LeDuc, Vice President

NEW LIMITED PARTNER:

IG CAPITAL HOLDINGS, LIMITED PARTNERSHIP

By: IGCH HOLDINGS CORP., its General Partner

By: Linda M. LeDuc  
Linda M. LeDuc, Vice President

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OF THE DISTRICT OF COLUMBIA