

Division of Corporations

Page 1 of 1

A32213

Florida Department of State
Division of Corporations
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L. SELLERS

From: Account Name : BROAD AND CASSEL (ORLANDO)
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Phone : (407)839-4200
Fax Number : (407)839-4264

JUN - 6 2008

EXAMINER

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

M & M MAISON II, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

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June 5, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: M & M MAISON II, LTD.
REF: A32213

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

List the address of the new Registered Agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neyssa Culligan
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
M & M MAISON II, LTD.**

Pursuant to the authority of Section 620.1202 and 620.1115, Florida Statutes, M & M MAISON II, LTD., a Florida limited partnership (the "Partnership"), adopts the following amendments to its Certificate of Limited Partnership:

- 1. The current name of the Partnership is M & M MAISON II, LTD.
- 2. The original Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on November 12, 1991, and was subsequently amended on April 28, 1993 (together, the "Certificate").
- 3. Paragraph 2 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is as follows (as updated April 30, 2004 and as currently of record with the Florida Department of State, Division of Corporations):

TALMADGE W. FAIR
GMUL, INC.
8500 N. W. 25th Avenue
Miami, Florida 33147

- 4. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. GENERAL PARTNERS.

The name and business address of the general partners are as follows:

THE URBAN LEAGUE OF GREATER MIAMI, INC.
8500 N. W. 25th Avenue
Miami, Florida 33147

GMUL, INC.
8500 N. W. 25th Avenue
Miami, Florida 33147

- 5. All other provisions of the Certificate shall remain in full force and effect.
- 6. This Certificate may be executed in separate counterparts, all of which taken together shall constitute one and the same instrument.

Second Amendment to COLP - M & M Maison II, Ltd.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Second Amendment to Certificate of Limited Partnership has been executed by the undersigned as of the ___ day of April, 2008.

FORMER GENERAL PARTNER:

GMN AFFORDABLE HOUSING PARTNER II, INC., a Florida corporation

By: [Signature]
Name: R. STUBLET
Title: PRESIDENT

EXISTING GENERAL PARTNERS:

THE URBAN LEAGUE OF GREATER MIAMI, INC., a Florida corporation

By: _____
Name: _____
Title: _____

GMUL, INC., a Florida corporation

By: _____
Name: _____
Title: _____

2008 JUN -6 AM 10: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

This Second Amendment to Certificate of Limited Partnership has been executed by the undersigned as of the ___ day of April, 2008.

FORMER GENERAL PARTNER:

GMN AFFORDABLE HOUSING PARTNER II, INC., a Florida corporation

By: _____
Name: _____
Title: _____

EXISTING GENERAL PARTNERS:

THE URBAN LEAGUE OF GREATER MIAMI, INC., a Florida corporation

By: [Signature]
Name: Salvador W. FAIR
Title: CEO

GMUL, INC., a Florida corporation

By: [Signature]
Name: Salvador W. FAIR
Title: CEO