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CREATIVE CHOICE HOMES II, Ltd.

4243-D Northlake Blvd. • Palm Beach Gardens, FL 33410 • Ph: (561) 627-7988 Fax:
(561) 627-3218

October 08, 1999

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*****52.50 *****52.50

69-142

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

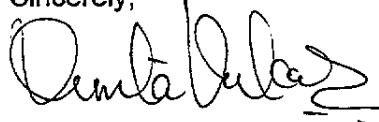
RE: Restated Certificate of Creative Choice Homes II, L.P.

To Whom It May Concern:

Enclosed for filing is a check for \$52.50 for the enclosed Amended and Restated Certificate of CCH II, Limited Partnership. Also attached is a duplicate copy of the Amended Certificate and a self-addressed, stamped envelope. Please stamp these as filed and return them to me.

Thank you for your assistance.

Sincerely,



Vinita Virkar
Administrative Assistant

Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 4, 2000

~~VINITA VIRKAR~~
~~4243-D NORTHLAKE BLVD~~
~~PALM BEACH GARDENS, FL 33410~~

SUBJECT: CREATIVE CHOICE HOMES II LTD.
Ref. Number: W00000000142

We have received your document for CREATIVE CHOICE HOMES II LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 620, Florida Statutes, requires a supplemental affidavit to be filed pursuant to section 620.112 or 620.176, Florida Statutes, any time the actual contributions of the limited partners exceed the anticipated amount of capital contributions on file with this office.

The fee to file the supplemental affidavit will be based on the increase at a rate of \$7 per \$1000, with a minimum filing fee of \$52.50 and maximum filing fee of \$1750. The fee to file a supplemental affidavit decreasing the contributions is \$52.50.

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

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 300A00000186

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AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CREATIVE CHOICE HOMES II, LTD.

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP, dated as of October 16, 1999 is filed pursuant to Section 620.109 of the Florida Statutes.

Recitals:

- A. Creative Choice Homes II, Ltd. (the "Partnership") was previously formed as a Florida limited partnership by Affidavit, Certificate and Agreement of Limited Partnership, dated December 13, 1991 and filed with the Florida Secretary of State on December 13, 1991 (the "Original Certificate");
- B. The affairs of the Partnership are now governed by an Amended and Restated Limited Partnership Agreement, dated as of December 1, 1992 (the "The Amended and Restated Agreement of Limited Partnership"); and
- C. It is appropriate to amend and restate the Original Certificate as follows:
1. The name of the limited partnership is CREATIVE CHOICE HOMES II, LTD.
 2. The address of the office of the Partnership is 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, Florida 33410.
 3. The agent for service of process of the Partnership is Dilip Barot, 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, Florida 33410.
 4. The name and business address of the sole general partner of the Partnership is Creative Choice Homes II, Inc., 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, Florida 33410. 895000028253
 5. The mailing address of the Partnership is 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, Florida 33410.
 6. The latest date upon which the Partnership is to dissolve is December 31 2040.

The undersigned hereby executes this Amended and Restated Certificate of Limited Partnership and attaches an Amended and Restated Affidavit of Capital Contributions declaring the amount of capital contributions contributed or to be contributed by the limited partners.

Creative Choice Homes II, Inc.

By: _____

Dilip Barot
President

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, as registered agent, does hereby accept appointment as registered agent, and does hereby state that he is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).

DILIP BAROT

Dated: Oct 16th, 1999.

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