



THE UNITED STATES
CORPORATION
COMPANY

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000

REFERENCE : 348632

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pigott

ORDER DATE : August 20, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 348632-010

CUSTOMER NO: 4381472

200002965512--1

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: SMUGGLERS COVE PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JK
8/20/99

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**FIRST AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
SMUGGLERS COVE PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting all of the general partners of SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The current name of the Partnership is SMUGGLERS COVE PARTNERS, LTD.
2. The date of the filing of the original Certificate of Limited Partnership of the Partnership was October 14, 1992
3. The date of the filing of the Amended and Restated Certificate of Limited Partnership of the Partnership was March 6, 1998.
4. Paragraph 5 of the Amended and Restated Certificate of Limited Partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

"5. The names and business addresses of the general partners of the Partnership are:

HERITAGE PARTNERS GROUP, INC., a Florida corporation
450 Challenger Road
Cape Canaveral, Florida 32920

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDA, INC., a Florida not-for-profit corporation
2730 S.W. 3rd Avenue, Suite 202
Miami, Florida 33129

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5. National Corporate Tax Credit Fund II, a California limited partnership, and National Corporate Tax Credit, Inc. II, a California corporation, have withdrawn as limited partners and Midland Corporate Tax Credit V Limited Partnership, a Delaware limited partnership, has been admitted as a limited partner.

The undersigned have hereunto set their hands and seals this 12th day of July, 1999.

INCOMING GENERAL PARTNERS:

HERITAGE PARTNERS GROUP, INC., a Florida corporation

By: Alison Kerr-Hull Colvard, V.P.
Michael McPhillips, Vice President
ALISON KERR - HULL COLVARD

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDS, INC., a Florida not-for-profit corporation

By: _____
Barry G. Haiman, Executive Director

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The undersigned have hereunto set their hands and seals this 12th day of July, 1999.

INCOMING GENERAL PARTNERS:

HERITAGE PARTNERS GROUP, INC., a Florida corporation

By: Michael McPhillips, V.P.
~~Michael McPhillips~~, Vice President
ALISON KERR - HULL COLVARD

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDS, INC., a Florida not-for-profit corporation

By: Barry G. Haiman
Barry G. Haiman, Executive Director

WITHDRAWING GENERAL PARTNER:

NEAL F. HARDING, individually

Neal F Harding

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