

Division of Corporations

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A94000000426

Florida Department of State

Division of Corporations

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Account Name : LEVINE & PARTNERS, P.A.
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Phone : (305) 372-1350
Fax Number : (305) 372-1352

LIMITED PARTNERSHIP AMENDMENT

FLORIDA TAX CREDIT FUND II, LTD.

A94-426

Certificate of Status	1
Certified Copy	1
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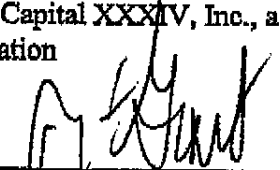
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA TAX CREDIT FUND II, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on March 31, 1994 under Document No. A94000000426, hereby adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

- FIRST: The name of the limited partnership is FLORIDA TAX CREDIT FUND II, LTD.
- SECOND: The certificate of limited partnership was filed on the 31st day of March, 1994.
- THIRD: The following amendment to the Certificate of Limited Partnership was adopted by the limited partnership on July 9, 1999:
- (a) Article 5 is deleted and replaced in its entirety as follows: "The latest date upon which the Limited Partnership is to be dissolved is December 31, 2031."
- FOURTH: This Certificate of Amendment shall be effective as of its filing with the Florida Department of State.

Dated as of: July 9, 1999

General Partner:
Baron Capital XXXIV, Inc., a Florida
corporation

By: 
GREGORY K. McGRATH, President

[NOTARY ON PAGE TO FOLLOW]

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Ave., 7th Floor
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[Page Two of Certificate of Amendment to Certificate of Limited Partnership of Florida Tax
Credit Fund II, Ltd.]

STATE OF OHIO)
) ss
COUNTY OF HAMILTON)

THIS INSTRUMENT was acknowledged before me this 9th day of July, 1999 by GREGORY K. McGRATH, as President of BARON CAPITAL XXXIV, INC., a Florida corporation, the sole General Partner of FLORIDA TAX CREDIT FUND II, LTD., a Florida limited partnership. He is personally known to me.

Shauna L. Keating
Notary Public, State of OHIO
Print Name: SHAUNA L. KEATING
My Commission Expires:

SHAUNA L. KEATING, NOTARY PUBLIC
In And For The State Of Ohio
My Commission Expires October 30, 2001

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