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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Florida Tax Credit Fund II, Ltd.

(Insert name currently on file with Florida Dept. of State)

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 March 31, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 3 is hereby deleted in its entirety and the following is substituted in its place:

3. The name and business address of the General Partner are:

Bartow Management, Inc.
777 Old Saw Mill River Road, Suite 240
Tarrytown, New York 10591

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

THIRD: Signature(s)

Signature of current general partner:

Bartow Management, Inc.

By

Jeffrey Rachlin, President

Signature(s) of new general partner(s), if applicable:

