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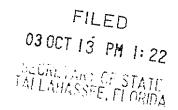
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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

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 filed with the Florida Dept. of State on March 31, 1994, adopts the following certificate 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.)f
THIRD: Signature(s) Signature of current general partner: By Jeffrey Rachlin, President	
Signature(s) of new general partner(s), if applicable:	