

CALIFORNIA CORPORATION
 417 E. Van Ness Street, Suite 200, San Francisco, CA 94109
 (850) 222-3700 or 1-800-368-8062

A 95000000555

Neptic Pointe II, Ltd

800003317758-7
 -07/10/00--01053--007
 *****52.50 *****52.50

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File LTD
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUL 10 AM 8:01

RECEIVED
 00 JUL 10 AM 10:45
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 STATE

Mr NW

Signature _____

Requested by: AS

Name _____

7/10
Date

Date

9:56
Time

Time

Walk-In _____

Will Pick Up _____

**SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
MYSTIC POINTE II, LTD.**

DEPARTMENT OF STATE
SECRETARY OF CORPORATIONS
00 JUL 10 AM 8:01

The undersigned, desiring to amend and restate for the second time the Certificate of Limited Partnership of MYSTIC POINTE II, LTD., a Florida limited partnership, whose certificate of limited partnership was filed with the State of Florida, Department of State, on April 6, 1995, Document Number A95000000555, and whose First Amendment was filed with the State of Florida, Department of State, on January 3, 1997, and whose Amended and Restated Certificate of Limited Partnership was filed with the State of Florida, Department of State, on February 17, 1998, and whose First Amendment to the Amended and Restated Certificate of Limited Partnership was filed with the State of Florida, Department of State, on October 12, 1998, and whose Second Amendment to the Amended and Restated Certificate of Limited Partnership was filed with the Department of State, Secretary of State, on November 29, 1999, does hereby execute this Supplemental Affidavit and Second Amended and Restated Certificate of Limited Partnership.

1. The name of the limited partnership is MYSTIC POINTE II, LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:

<u>Office Address</u> 5700 SW 34 th Street, Suite 1307 Gainesville, Florida 32608	<u>Name and Address of Agent</u> Norita V. Davis 20721 SW 46 th Avenue Newberry, Florida 32669
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3. The name and address of each General Partner interested in the limited partnership is:

<u>Name and Address</u>	<u>Interest</u>
Davis Heritage Ltd. 5700 SW 34 th Street, Suite 1307 Gainesville, Florida 32608	.01%

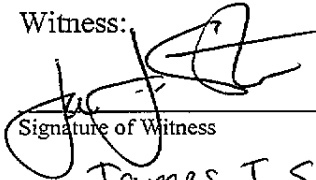
4. The Investor Limited Partner of the Partnership is U.S.A. Institutional Tax Credit Fund XX-E, L.P., a Delaware limited partnership.
5. The mailing address for the limited partnership is 5700 SW 34th Street, Suite 1307, Gainesville, Florida 32608.
6. The partnership shall continue in full force and effect until December 31, 2075, unless sooner terminated as provided in the Second Amended and Restated Agreement of Limited Partnership dated as of June 1, 2000.
7. The general partnership interest previously held by Ronnie C. Davis and Stefan M. Davis is hereby withdrawn.

This Second Amended and Restated Certificate of Limited Partnership is duly executed and is filed in accordance with §620.109 of the Florida Statutes. No separate amendment to the Agreement exists.

IN WITNESS WHEREOF, the General Partner has affixed his signature this 2nd day of June, 2000.

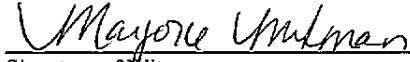
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 10 AM 8:01

Witness:



Signature of Witness
James J. Stockman

Printed Name of Witness



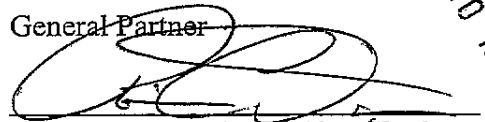
Signature of Witness

Printed Name of Witness

Marjorie Milman

Printed Name of Witness

General Partner



Ronnie C. Davis, President, EarthArt,
Incorporated, General Partner of Davis Heritage,
Ltd.