



THE UNITED STATES
CORPORATION
COMPANY

A95000001145

ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION :

COST LIMIT : \$ 52.50

ORDER DATE : March 2, 2000

ORDER TIME : 1:09 PM

ORDER NO. : 609170-150

200003154902--3

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: EAGLES RUN HOUSING PARTNERS
II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIAL

RECEIVED
00 MAR -2 PM 1:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAR -2 PM 2:29
TALLAHASSEE, FLORIDA

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
EAGLES RUN HOUSING PARTNERS II, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partners of EAGLES RUN HOUSING PARTNERS II, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is EAGLES RUN HOUSING PARTNERS II, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was July 27, 1995, as amended by that certain Amendment to Certificate of Limited Partnership filed on October 18, 1995.
3. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Eagles Run Housing Partners II, Ltd. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES
OF CENTRAL FLORIDA, INC., a
Florida corporation**

By: _____

Janice C. Myers,
Vice President

Executed effective as of the 28 day of Feb, 2000.

GENERAL PARTNERS:

**CED CAPITAL HOLDINGS IV B, LTD., a Florida limited
partnership**

By: **CED CAPITAL HOLDINGS IV B, INC., a Florida
corporation, its managing general partner**

By: _____

Michael J. Sciarrino, Vice President