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1-26-98 : 2:27PM ;

GEIGER KASDIN -> Department of State:# 1/ 2

A 95000001425

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
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NAME: FLORIDA OPPORTUNITY INCOME PARTNERS II, LTD.

AUDIT NUMBER.....H98000001656

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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1-26-98 ; 2:28PM ;
BARON CAPITAL INC.
1-26-98 12:12 PM

GEIGER KASDIN -> Department of State;# 2/ 2
FAX NO. 513 984 4550
P. 2

FA# H98-1656

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
FLORIDA OPPORTUNITY INCOME PARTNERS II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

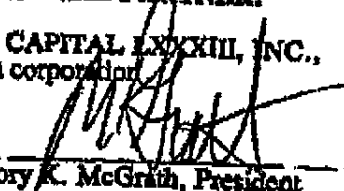
In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. **Name.** The name of the Partnership is FLORIDA OPPORTUNITY INCOME PARTNERS II, LTD.
2. **Filing of Certificate.** The Certificate was filed on September 25, 1995 with the Florida Department of State.
3. **Document Number.** The Document Number for the Partnership is A95000001425.
4. **Amendment.** The Certificate is hereby amended as follows:
 1. Baron Capital LXCKIII, Inc., located at 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be the sole general partner of the Partnership.
 2. Baron Capital XII, Inc. hereby withdraws as a general partner of the Partnership.

IN WITNESS our hands and seals this 26th day of January, 1998:

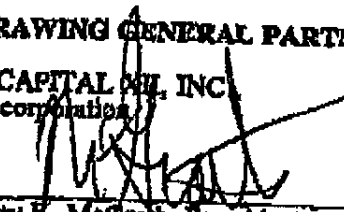
NEW GENERAL PARTNER:

BARON CAPITAL LXCKIII, INC.,
a Florida corporation

By: 
Gregory K. McGrath, President

WITHDRAWING GENERAL PARTNER:

BARON CAPITAL XII, INC.
a Florida corporation

By: 
Gregory K. McGrath, President

FILED
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DIVISION OF CORPORATIONS

98 JAN 26 PM 3:57

Robert S. Geiger, Esq.
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FA# H98 1656

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