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ACCOUNT NO. 072100000032

REFERENCE 964248 5016742

AUTHORIZATION

COST LIMIT \$ 52.50

*Patricia P. Guit*

ORDER DATE: May 23, 1996

ORDER TIME: 11:27 AM

ORDER NO.: 964248

700001837177

CUSTOMER NO: 5016742

CUSTOMER: Mr. David E. Miller  
Tarragon Realty Advisors, Inc.  
280 Park Avenue - East Building  
20th Floor  
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: IS II ROLLING HILLS ASSOCIATES  
LTD.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 23 PM 4:04

FILED

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

A96-3  
CM

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
IS II ROLLING HILLS ASSOCIATES, LTD.

Pursuant to the provisions of section 620.199, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 26, 1996, adopts the following certificate of Amendment to its certificate of limited partnership:

FIRST: Amendments:

Article 2 is amended as follows:

2. 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328.  
(The Business address of the Limited Partnership)

Article 6 is amended to read as follows:

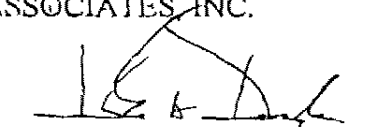
6. 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328.  
(The Mailing Address of the Limited Partnership)

Article 8 is Amended to read as follows:

- |   |  |
|---|--|
| 8. Name of General Partner:<br>IS II Associates, Inc. | Street address:<br>1226 Commerce Street, Suite 300<br>Dallas, Texas 75202-4328 |
|---|--|

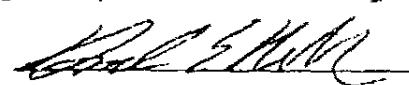
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of current general partner:  
Signed this 16th day of May, 1996  
IS II ASSOCIATES, INC.

By:   
John A. Doyle, President

STATE OF NEW YORK                   )  
COUNTY OF NEW YORK            )

This instrument was acknowledged before me this 16th day of May, 1996, by John A. Doyle, president of IS II Associates, Inc., general partner of IS II Rolling Hills Associates, Ltd.

  
DAVID E. MILLER  
Notary Public, State of New York  
No. 4999963  
Qualified in New York County  
Commission Expires Aug. 3, 1998