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Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON  
Account Number : I20060000135  
Phone : (305)789-3200  
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
MADISON COVE OF GAINESVILLE LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
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**FIRST AMENDMENT TO AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
MADISON COVE OF GAINESVILLE LTD.**

The undersigned, desiring to amend the Amended and Restated Certificate of Limited Partnership of MADISON COVE OF GAINESVILLE LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the State of Florida, Department of State on March 18, 1996, as subsequently amended and restated by that certain Amended and Restated Certificate of Limited Partnership, filed with the State of Florida, Department of State on June 16, 1997.

1. Lewis Brown, Jr. hereby withdraws as a General Partner of the partnership. The name and address of each remaining General Partner interested in the limited partnership is:

Name and Address

Stefan M. Davis  
20725 SW 46<sup>th</sup> Avenue  
Newberry, Florida 32669

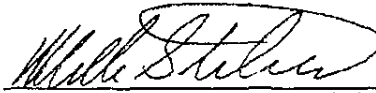

2. The mailing address for the limited partnership is 20725 SW 46<sup>th</sup> Avenue, Newberry, Florida 32669.
3. Pursuant to and in accordance with Section 7.1(a) of the Amended and Restated Agreement of Limited Partnership, the Investment Limited Partner and the remaining General Partner hereby consent to the withdrawal of Lewis Brown, Jr. as a General Partner of the Partnership.

This First Amendment to the Amended and Restated Certificate of Limited Partnership is duly executed and is filed in accordance with §620 of the Florida Statutes. No separate amendment to the Agreement exists.

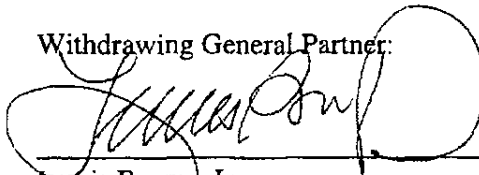
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK –  
SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Withdrawing General Partner and the Remaining General Partner have affixed their signatures this 21<sup>st</sup> day of February 2014.

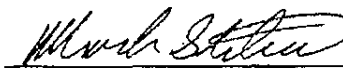
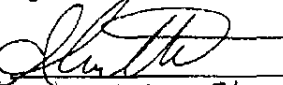
Witness:

  
Signature of Witness Mark Stowell  
  
Signature of Witness Shane Estes


Withdrawing General Partner:

  
Lewis Brown, Jr.

Witness:

  
Signature of Witness Mark Stowell  
  
Signature of Witness Shane Estes

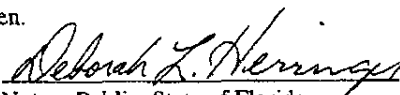
Remaining General Partner:

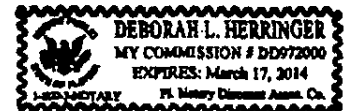
  
Stefan M. Davis

STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 21<sup>st</sup> day of February 2014, before me the undersigned authority, personally came LEWIS BROWN, JR., known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same.

Witness my hand and official seal the day and year above written.

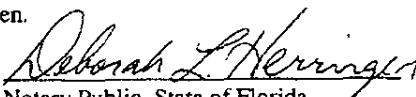
  
Notary Public, State of Florida  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 21<sup>st</sup> day of February 2014, before me the undersigned authority, personally came STEFAN M. DAVIS, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same.

Witness my hand and official seal the day and year above written.

  
Notary Public, State of Florida  
My Commission Expires:




Consent of Investment Limited Partner

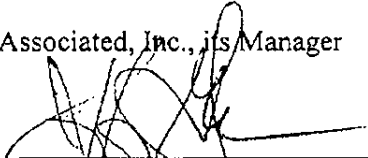
Boston Capital Corporate Tax Credit Fund VIII,  
a Limited partnership

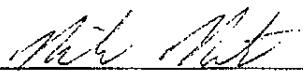
By: BCCTC Associates VIII Limited Partnership, its  
General Partner

By: BCCTC Associates VIII, LLC, its General Partner

BCCTC Associated, Inc., its Manager

  
Print Name: Natalie Kugeler

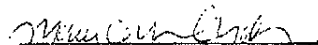
By:   
Name: Jeffrey H. Goldstein  
Its: Executive Vice President

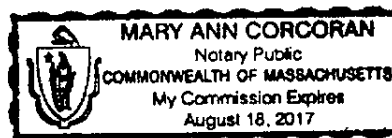
  
Print Name: Michael Natale

STATE OF Massachusetts  
COUNTY OF Suffolk

On this 20 day of February 2014, before me the undersigned authority, personally came Jeffrey H. Goldstein on behalf of the Investment Limited Partner, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he/she executed the same.

Witness my hand and official seal the day and year above written.

  
Notary Public, State of Massachusetts  
My Commission Expires:



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