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**SECOND AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
MADISON COVE OF GAINESVILLE LTD.**

A96-512

Pursuant to the provisions of Section 620.1202, Florida Statutes, MADISON COVE OF GAINESVILLE LTD., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on March 18, 1996, assigned Florida Document Number A9600000512, as subsequently amended and restated by that certain Amended and Restated Certificate of Limited Partnership, filed with the Florida Department of State on June 16, 1997, as further amended by that certain First Amendment to Amended and Restated Certificate of Limited Partnership for the Partnership, filed with the Florida Department of State on March 19, 2014 (collectively, the "Certificate of Limited Partnership"), the undersigned hereby adopt the following amendments to the Certificate of Limited Partnership.

1. Stefan M. Davis hereby withdraws as a general partner of the Partnership.
2. The successor general partner in the Partnership is Madison Cove of Alachua County, Inc., a Florida corporation, Document Number P14000017680. The name and address of each remaining general partner interested in the Partnership is:

Name and Address

Madison Cove of Alachua County, Inc.
20725 SW 46th Avenue
Newberry, Florida 32669

3. The mailing address for the Partnership is 20725 SW 46th Avenue, Newberry, Florida 32669.
4. Pursuant to and in accordance with Section 7.1(a) of the Amended and Restated Agreement of Limited Partnership, the Investment Limited Partner hereby consents to the withdrawal of Stefan M. Davis as general partner of the Partnership and to the appointment of Madison Cove of Alachua County, Inc. as the successor general partner of the Partnership.

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

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

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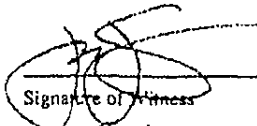
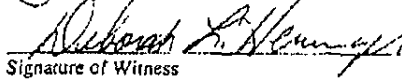
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IN WITNESS WHEREOF, the undersigned hereto have executed this Second Amendment to Amended and Restated Certificate of Limited Partnership for the Partnership this 10th day of March 2014.

Witness:


Signature of Witness

Signature of Witness

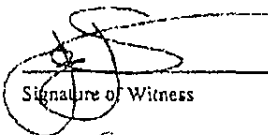
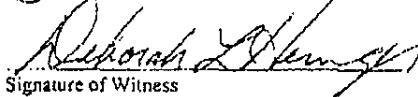
Withdrawing General Partner:

Stefan M. Davis

By: 

Name: Stefan M. Davis

Witness:


Signature of Witness

Signature of Witness

Successor General Partner:Madison Cove of Alachua County,
Inc., a Florida corporationBy: 

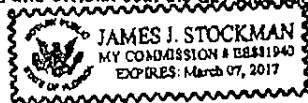
Name: Stefan M. Davis


Its: President

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 10th day of March 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:

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 10th day of March 2014, before me the undersigned authority, personally came STEFAN M. DAVIS, President of Madison Cove of Alachua County, Inc., a Florida corporation, on behalf of the corporation, 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:

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Consent of Investment Limited Partner


Boston Capital Corporate Tax Credit Fund VIII,
a Limited partnership

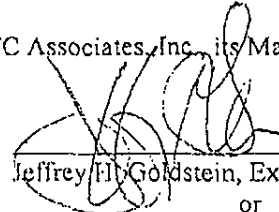
By: BCCTC Associates VIII Limited partnership, its
General Partner

By: BCCTC Associates VIII, LLC, its General Partner

Witness:

BCCTC Associates, Inc. its Manager


Print Name: Michael Nodale

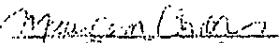
By: 
Jeffrey H. Goldstein, Executive Vice President
or
Marc N. Teal, Senior Vice President

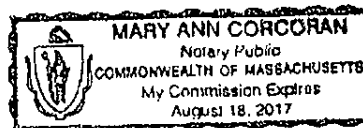
Print Name: Michael Nodale

STATE OF Massachusetts
COUNTY OF Suffolk

On this 19 day of March 2014, before me the undersigned authority, personally came
Jeffrey H. Goldstein, Executive Vice President on behalf of Boston Capital Corporate Tax Credit Fund VIII, a limited
partnership, 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: 8/18/2017



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