

A98 000000161

MARICOPA
INVESTMENT FUNDS

January 26, 2000

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000003113380--4
-01/27/00--01099--002
****105.00 ****105.00

Re: Maricopa Income Partners II, Ltd.

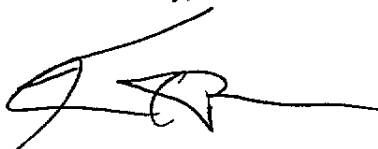
Dear Sir or Madame,

Enclosed please find a "Certificate of Amendment to Certificate of Limited Partnership" for the above named partnership changing its name to: *Mobley Trading & Investment Partnership III, LP*. It has been executed by the general partner.

Also enclosed is check #189 in the amount of \$105.00 to cover the filing fee and a certified copy. A self-addressed envelope has been provided to return the certified copy.

If you have any questions or should require additional information, please contact me at (941) 643-7002. Thank you in advance.

Sincerely,



Kim Brown

FILED
00 JAN 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5th

1/31

Newgate Tower
5150 Tamiami Trail North
Suite 700, Naples, Florida 34103

(941) 643-7002
Fax (941) 643-7150

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Maricopa Income Partners II, Ltd.

A98-161

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on January 15, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article I is amended to change the name of the Limited Partnership to:
Mobley Trading & Investment Partnership III, LP.

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

THIRD: Signature(s) Mobley Trading & Investment Corp. F/N/A Maricopa Eclipse Corporation
Signature of current general partner:


William Mobley, President

Signature(s) of new general partner(s), if applicable:

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00 JAN 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA