

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

A99000001006

Corporation(s) Name

Towne Place Apartments - Phase II, Ltd.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input checked="" type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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5-3-02

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
VISION OF CORPORATION
TALLAHASSEE, FLORIDA

BK

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Towne Place Apartments - Phase II, Ltd.
Name of the limited partnership

2. June 22, 1999
Date of filing/registration in Florida

3. A99000001006
Document number assigned

4. The name and address of the present registered agent and office:

Grant T. Downing, Godbold, Downing, Sheahan & Bill, PA
222 West Comstock Avenue, Suite 101
Winter Park, FL 32789

5. The name and street address of the successor registered agent and office: (P.O. Box **not** acceptable)

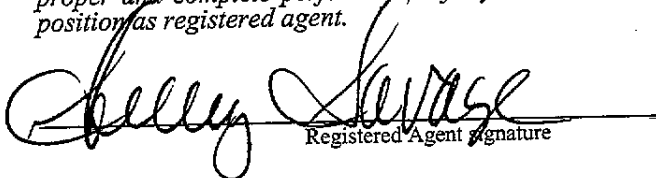
C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Such change was authorized by the general partners.


Signature of General Partner

4/30/2002
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Registered Agent signature

5/2/02
Date

Shelley Savage
Vice President

Filing Fee: \$35.00

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

INHSE004(3/95)