

A99000001006

April 29, 2002

FILED

2002 MAY -6 PM 2:13

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

RE: Towne Place Apartments - Phase II, Ltd.

500005451865--4
-05/06/02--01011--008
*****52.50 *****52.50

To Whom It May Concern:

Enclosed is a certificate of amendment to certificate of limited partnership of Towne Place Apartments - Phase II, Ltd. The amendment filing fee of \$52.50 is also enclosed. The contact person for the above mentioned partnership is Debbie Harris. She can be reached during the day at (205) 979-4100. Please address the acknowledgment as follows:

Equity Resources
Attn: Becky Rosato
1950 Stonegate Drive, Suite 250
Birmingham, AL 35242

If you need further information or have any questions please do not hesitate to call.

Sincerely,

Deborah D. Harris, CPA
Warren, Averett, Kimbrough, & Marino, LLC

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

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TALLAHASSEE, FLORIDA

TOWNE PLACE APARTMENTS - PHASE II, LTD.

(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 JUNE 22, 1999, adopts the following certificate of amendment to its certificate of limited partnership.

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

SEE ATTACHED Amendments dated Dec. 15, 2001

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

THIRD: Signature(s)

Signature of current general partner:

(ORIGINAL)

Greg Jacoby

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

Jack Zoull

**Towne Place Apartments - Phase II, Ltd.
Amendments to Certificate of Limited Partnership**

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Article 2 - General Partners

Originally:

Epoch Properties, Inc., a Florida corporation
359 Carolina Avenue
Winter Park, Florida 32789

and

LIC Ventures, Inc., a Delaware corporation
301 Congress Avenue, Suite 1500
Austin, Texas 78701-4042

As amended:

#M01000002754
Towne Place, LLC, an Alabama limited liability company
1950 Stonegate Drive, Suite 250
Birmingham, AL 35242

Article 3 - Recordkeeping Office

Originally:

359 Carolina Avenue
Winter Park, Florida 32789

As amended:

1950 Stonegate Drive, Suite 250
Birmingham, AL 35242

Article 4 - Registered Agent and Registered Office

Originally:

James H. Pugh, Jr.
359 Carolina Avenue
Winter Park, Florida 32789

Towne Place Apartments - Phase II, Ltd.
Amendments to Certificate of Limited Partnership
Page 2

As amended:

RA Changed 05/03/02

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

Article 5 - Partnership Mailing Address

Originally:

359 Carolina Avenue
Winter Park, Florida 32789

As amended:

1950 Stonegate Drive, Suite 250
Birmingham, AL 35242

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