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LIMITED PARTNERSHIP AMENDMENT

MONTIERRA APARTMENTS II, LTD.

Certificate of Status	0
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**MONTIERRA APARTMENTS II, LTD.
(formerly, "Towne Place Apartments - Phase II, Ltd.")**

Pursuant to the provisions of Section 620.109, Florida Statutes, Montierra Apartments II, Ltd., a Florida limited partnership, whose original certificate of limited partnership was filed with the Florida Department of State on June 22, 1999, as amended by (i) a Certificate of Amendment filed on May 6, 2002, (ii) a Second Certificate of Amendment filed on May 30, 2003, and (iii) a Third Certificate of Amendment filed on August 3, 2004, adopts this Amended and Restated Certificate of Limited Partnership, in accordance with the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"). The name under which the Limited Partnership's original certificate of limited partnership was filed was "Towne Place Apartments - Phase II, Ltd."

1. Name. The name of the Limited Partnership is Montierra Apartments II, Ltd.
2. Registered Agent and Registered Address. The address of the registered office of the Limited Partnership is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name and address of the registered agent of the Limited Partnership for service of process required to be maintained by the Act is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
3. General Partner. The name and business address of the General Partner of the Limited Partnership is Towne Place, LLC, an Alabama limited liability company, 3800 Corporate Woods Drive, Birmingham, Alabama 35242.
4. Partnership Mailing Address. The mailing address of the Limited Partnership is 3800 Corporate Woods Drive, Suite 100, Birmingham, Alabama 35242.
5. Latest Dissolution Date. The latest date upon which the Limited Partnership is to dissolve is December 31, 2031.
6. Effective Date. This Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

[Signature Appears on Following Page]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the sole General Partner of the Limited Partnership and is being filed in accordance with Section 620.109 of the Act.

Towne Place, LLC, an Alabama limited liability company

By:


Jack Fiorella III
Its Sole Member

Date: September 15, 2004

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