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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
MALLORCA PARTNERS, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF FIRST AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF MALLORCA PARTNERS, LTD.**

FIRST: Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Department of State on September 1, 1999, and assigned Florida document number A99000001448, adopts the following Certificate of First Amendment to its Certificate of Limited Partnership.

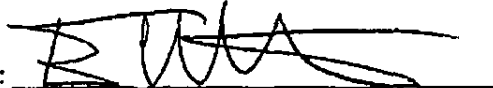
SECOND: The following amendment was adopted by the partners of this Florida limited partnership which amendment shall be effective on the date of filing hereof:

Paragraph 6 of the Certificate of Limited Partnership filed with the Florida Department of State on September 1, 1999, with respect to this Florida limited partnership, is hereby amended to provide that this Florida limited partnership shall continue in full force and effect until December 31, 2056, unless sooner terminated with the consent of the U.S. Department of Housing and Urban Development as provided in the Amended and Restated Agreement of Limited Partnership dated October 1, 2000, as heretofore amended, of this Florida limited partnership.

Signature of general partner:

MALLORCA PARTNERS, LLC, a Florida
limited liability company, its General Partner

By:



Elliot Stone, Managing Member

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