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ACCOUNT NO. : 072100000032

REFERENCE : 808193 9196A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 105.00

FILED REGISTRARS
DIVISION OF CORPORATIONS
00 AUG 23 PM 1:55

ORDER DATE : August 23, 2000

ORDER TIME : 12:42 PM

ORDER NO. : 808193-005

CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips
Katherine A. Christy, Esq
Suite 150
250 International Parkway
Heathrow, FL 32746

600003370276--6

DOMESTIC AMENDMENT FILING

NAME: EPOCH INVESTORS XV, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS: _____

hjn
8/23

RECEIVED
00 AUG 23 PM 2:41
DIVISION OF CORPORATIONS
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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EPOCH INVESTORS XV, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 4:55

The undersigned, desiring to file this Amendment to Certificate of Limited Partnership of EPOCH INVESTORS XV, LTD. with the office of the Secretary of State of Florida, pursuant to Section 620.109, F.S., certifies as follows:

1. The name of the Partnership before this amendment is:
EPOCH INVESTORS XV, LTD.
2. The name of the Partnership after this amendment will be:
EPOCH-FLORIDA CAPITAL RALEIGH INVESTMENT PARTNERS, LTD.
3. The effective date of this instrument is as of the date of filing with the Florida Department of State. The original Certificate of Limited Partnership was filed with the Secretary of the State of Florida on November 9, 1999.
4. The purpose of this Amendment is to amend the name of the Partnership to EPOCH-FLORIDA CAPITAL RALEIGH INVESTMENT PARTNERS, LTD. The name and principal place of business of the General Partner (formerly known as EPI XV, Inc.) is as follows:

General Partner: EPI RALEIGH, INC.
250 International Parkway, Suite 150
Heathrow, FL 32746

pg 90000 98 788

5. In all other respects the Certificate of Limited Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto set their hands and seals on the 22nd day of August, 2000.

GENERAL PARTNER:

EPI RALEIGH, INC., a Florida corporation
(formerly EPI XV, Inc.)

By: _____

C. Thomas Selby, Vice President

Print name: Stephen Selby

Print name: Gary Christy

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 22nd day of August, 2000, by C. THOMAS SELBY as Vice President of EPI RALEIGH, INC. (formerly EPI XV, INC.), a Florida corporation, as General Partner of EPOCH-FLORIDA CAPITAL RALEIGH INVESTMENT PARTNERS, LTD., a Florida limited partnership. Said person is personally known to me.

CLARE B. PHILLIPS
COMMISSION # CC'659673
EXPIRES AUG 23, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Clare B. Phillips
Clare B. Phillips, Notary Public
My Commission Expires August 23, 2001