A PROFESSIONAL ASSOCIATION

SCOTT D. ALEXANDER WILLIAM H. BEAVER MICHAEL T. BURKE * CHRISTINE M. DUIGNAN, P.A. CAROLYN A. EGAN BURL F. GEORGE ERIN E. GILL JEFFREY L. HOCHMAN, P.A.

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July 19, 2002

E. BRUCE JOHNSON * RICHARD H. McDUFF, P.A. 1 ROBERT E. MURDOCH MICHAEL R. PIPER, P.A. * WILLIAM E. PLATOW DAVID M. SCHWEIGER CHRISTOPHER L. SMITH

Department of State Division of Corporations Corporate Filing P.O. Box 6327 Tallahassee, FL 32314

600006594116--7 -07/23/02--01061--001 ******43.75 ******43.75

RE:

Gentlemen:

Name: Intervest-Villa Terrace Limited Partnership Name Change: Intervest-Quay Limited Payinership

Our File No. 2317/21454

LP-17.50

600006594116---08/01/02--01009--002 *****17.50 *****17.50

Enclosed please find for filing with the Division of Corporation two originals of the Certificate of Amendment to Application for Registration of Intervest-Villa Terrace Limited Partnership to change its name to Intervest-Quay Limited Partnership and an original certificate from the State of Oklahoma evidencing this name change in Oklahoma.

I have also enclosed a check in the amount of \$43.75 as the filing fee for this name change and a for a certificate of status reflecting the name change.

If you should have any questions, please contact me immediately.

Very truly yours,

ROBERT E. MURDOCH For the Firm

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REM:nlk enclosures LAW OFFICES

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE, P.A.

A PROFESSIONAL ASSOCIATION

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REM:nlk enclosures

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION

OF INTERVEST-VILLA TERRACE LIMITED (Insert name currently on file with Florida Dept. of State) Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application: The registration application is amended as follows: The change of name of the limited partnership to Intervest-Quay Limited Partnership, an Oklahoma limited partnership. The change of name of the General Partner of the limited

partnership to Quay, L.L.C., an Oklahoma limited liability company. Quay, L.L.C. (formerly Westminster, L.L.C.), an Oklahoma limited liability company

Intervest Properties, Ltd., an Oklahoma corporation, its sole member

(Signature of a General Partner)

By:

(Typed or printed name of General Partner signing above) Dale A. Williams, President

STATE OF OKLAHOMA

Α.

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| | July | 2002 | Dale A. | Williams | personally |
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| On this dappeared befo | re me. | | | | |
| ippeared core | | who is personally known to me | | | |
| | | dentity I proved | | | |

Seal

My Commission Expires:

