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(Requestor's Name)

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PICK-UP WAIT MAIL

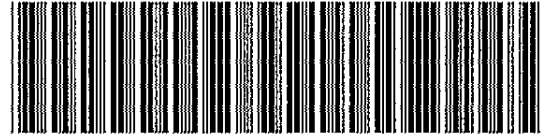
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

01/01/06

12/28/05--01007--005 **52.50

FILED
2005 DEC 27 PM 4:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 28 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Crescent City Managed Index Fund II, L.P.
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Seth Weinstein
(Contact Person)
Crescent City Capital Advisors, L.L.C.
(Firm/Company)
2700 N. Military Trail Suite 150
(Address)
Boca Raton, FL 33431
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Seth Weinstein at (561) 988-6320 x136
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

Crescent City Managed Index Fund II, L.P.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 12/1/2003, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)

EFFECTIVE DATE

Name change

01/01/06

from: Crescent City Managed Index Fund II, L.P.

to: Crescent City Dedicated Short Fund, L.P.

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SECOND: Effective date, if other than the date of filing: 1/1/2006

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

Seth Weiss

AS managing member

Signature(s) of new or dissociating general partner(s), if any:

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75