B960000011a TARRAGON REALTY INVESTORS, INC.

April 3, 2000

VIA AIRBORNE EXPRESS

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 600003195236--3 -04/04/00--01068--801 *****52.50 *****52.50

RE: Consolidated Capital Properties II, a Texas limited partnership

Dear Sir/Madam:

Enclosed for filing with your office is a Certificate of Amendment to Application for Registration. Also enclosed is a check in the amount of \$52.50, for the filing fee.

Please send proof of filing to the attention of the undersigned in the Federal Express envelope provided.

Thank you for your cooperation in this matter.

Very truly yours,

Alvssa J. Bassett

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framiner Enclosures

Indate CC

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B96,000,000,113

280 Park Avenue East Building 20th Floor New York, New York 10017 (212) 949-5000 (212) 949-8001 Fax

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CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

CONSOLIDATED CAPITAL PROPERTIES II, LTD.

(Insert name currently on file with Florida Dept. of State)		_	•
Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limbereby submits this certificate of amendment to its registration application:	nited partners	hip	
The registration application is amended as follows:			
National Income Realty Trust was incorporated as National I Corporation, which merged with and into Tarragon Realty Inv a Nevada corporation, with an office at 280 Park Avenue, Ea 20th Floor, New York, NY 10017 on November 24, 1998. Tarra Investors, Inc. is now, by operation of law, the general p Partnership.	estors, In st Buildin gon Realty	c., F%	188 – X
By : Charles) fullation (Signature of a General Partner)			
Charles D. Rubenstein (Typed or printed name of General Partner signing above)	SE TAL	00	_, <u>`</u> =
STATE OF NEW YORK	CWELL	AP TO	•
COUNTY OFNEW_YORK			
On this 3rdday of April 2000, Charles D. Rubens tein appeared before me, who is personally known to me	tperson	ally U 99 30	
whose identity I proved on the basis of		-	-
(Notary Public Signature) Alyssa J. Bassett (Notary's Printed Name)			

My Commission Expires:

ALYSSA J. BASSETT
Notary Public, State of New York
No. 4980637
Qualified in New York County
Commission Expires April 22, 200