



THE UNITED STATES
CORPORATION
COMPANY

B97000000304

ACCOUNT NO. : 072100000032

REFERENCE : 469188 4341431

AUTHORIZATION :

COST LIMIT : ~~\$35.00~~ 43.75

ORDER DATE : July 21, 1997

ORDER TIME : 11:49 AM

ORDER NO. : 469188-025

CUSTOMER NO: 4341431

200002244602--3

CUSTOMER: Lisa Mclean Taylor, Legal Asst
Gallagher & Kennedy, P.a.
2600 North Central Avenue

Phoenix, AZ 85004

FOREIGN FILINGS

NAME: LEMB II, L.P.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 22 PM 3:37

BK
7/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1997

CARINA DUNLAP
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: LEMB II, L.P.
Ref. Number: B97000000304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 22 PM 3:37

We have received your document for LEMB II, L.P. and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

Please return this Amendment when you return the Amendment for LEMB-GP II, L.P.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 097A00037775

CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
LEMB II, L.P.


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:

Paragraph 9 is amended to change the name
of the General Partner to LEMB II-GP, L.P.

LEMB II-GP, L.P., a Delaware
limited partnership
General Partner

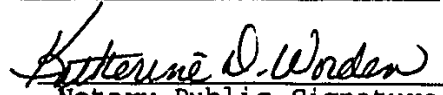
By: IUHQ, INC., an Arizona
corporation
Its: General Partner

By: 
David A. Napp
President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 8th day of July, 1997, personally appeared
before me, David A. Napp,

X who is personally known to me
whose identity I proved on the basis of _____


Notary Public Signature

Katherine D. Worden
Notary's Printed Name

My Commission Expires:

July 7, 2001

0463907

KATHERINE D. WORDEN
NOTARY PUBLIC
MARICOPA COUNTY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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