



B970000000304
National Home Communities

VIA OVERNIGHT MAIL

MJH

March 29, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

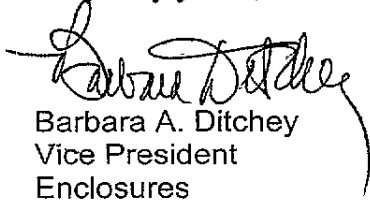
Ladies and Gentlemen:

In connection with the above-referenced foreign limited partnership, enclosed are the following:

1. Certificate of Amendment to Application for Registration of LEMB II, L.P., reflecting a change in the sole general partner;
2. Amendment filing fee of \$52.50.

Please contact me if you have any questions concerning this matter.

Very truly yours,


Barbara A. Ditchey
Vice President
Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2001

LEMB II, L.P.
6991 E. CAMELBACK RD., #B360
SCOTTSDALE, AZ 85251

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

We have received your document for LEMB II, L.P. and check(s) totaling \$141.25. However, your check(s) and document are being returned for the following:

Our records reflect a general partner listed on your annual report/uniform business report form was administratively dissolved or its certificate of authority was revoked by this office. Because section 620.177, F.S., requires all non-individual general partners to be active on our records, the general partner must be reinstated before we can process your limited partnership annual report/uniform business report form. Enclosed please find the appropriate form and instructions to reinstate the general partner. Please note the fees to reinstate the general partner total \$1282.50.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 701A00015543

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

Pursuant to the provisions of section 620.109, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

This registration application is amended to reflect a change of general partner as follows:

The name and the business, residence or mailing address of the sole general partner is:

PAMI-LEMB II INC. *F-22*
c/o Property Asset Management, Inc.
3 World Financial Center
12th Floor
New York, NY 10285

PAMI-LEMB II INC., a Delaware Corporation
as sole general partner

By: _____

Name: *Yon Cho*
Title: *President*

State of *New York*)

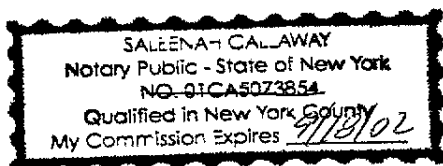
County of *New York*)

On this *10th* day of *April*, 2001, *Yon Cho* personally appeared before me, () who is personally known to me () whose identity I proved on the basis of _____

(Seal)

Salleenat Callaway
Notary Public Signature

(Notary's printed name)



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 APR 16 PM 4:52

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