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(Requestor's Name)

(Address)

(Address)

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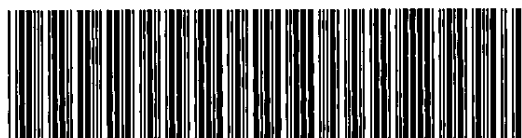
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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B. KOHR

MAY -3 2010

EXAMINER

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DATE: 04/30/10

NAME: MIDLAND EQUITY II LIMITED PARTNERSHIP

TYPE OF FILING: FOREIGN QUALIFICATION

COST: 52.50

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 30 PM 2:35

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Midland Equity II Limited Partnership

2. The jurisdiction of its formation is: DE

3. The date the entity was authorized to transact business in Florida is: 08/22/1997

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

MEC Newco, LLC

c/o BFIM, LP, 101 Arch Street, 13th FL
Boston, MA 02110

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐

The entity elects to be a limited liability limited partnership.

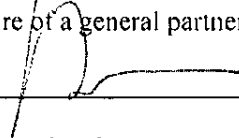
☐

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(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 of a general partner:



Typed or printed name:

Kenneth J. Cutillo, Manager of MEC Newco, LLC

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MIDLAND EQUITY II LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2010, AT 11:44 O'CLOCK A.M.

2756474 8100

100446199

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7965721

DATE: 04-30-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:50 AM 04/30/2010
FILED 11:44 AM 04/30/2010
SRV 100446199 - 2756474 FILE

**STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is _____
Midland Equity II Limited Partnership

SECOND: Article 3 of the Certificate of Limited Partnership shall be amended as follows:

The name and address of the General Partner of the Limited Partnership is: MEC Newco, LLC c/o Boston Financial Investment Management, LP 101 Arch Street, 13th Floor, Boston, MA 02110

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 29th day of April, A.D. 2010.

/s/ Kenneth J. Cutillo,
Manager of MEC Newco, LLC
By: _____
General Partner(s)

Name: Kenneth J. Cutillo
Print or Type