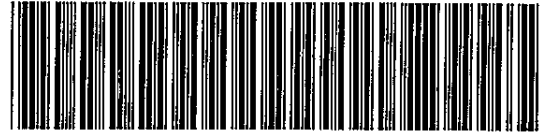


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03 FEB 18 PM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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02/18/03--01065--010 **25.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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1004 FARNAM STREET

OMAHA, NEBRASKA 68102

TELEPHONE (402) 444-1630

Dominic Vaccaro
dvaccaro@am1st.com
(402) 930-3034

FILED

03 FEB 18 PM 10: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICA FIRST

February 13, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Apollo Associates, Ltd. (A23575)
America First Apartment Investors, L.P. (B96000000483)
America First Capital Associates Limited Partnership Four (B96000000482)
America First Companies L.L.C. (M96000000500)

Dear Sir or Madam,

Please find enclosed the Amended and Restated Certificate of Limited Partnership for Apollo Associates, Ltd. This document reflects a change in general partner from America First Apartment Investors, L.P. to The Park at Countryside Operating Company (This company has authority to conduct business in Florida and is in good standing.).

Since America First Apartment Investors, L.P. is no longer the general partner, it may now cancel its authority in Florida, along with its general partner America First Capital Associates Limited Partnership Four and its general partner America First Companies L.L.C. The completed forms reflecting these changes are also enclosed.

Separate checks are enclosed for the following:

1. Amended and Restated Certificate of Limited Partnership for Apollo Associates, Ltd. (\$52.50)
2. Certificate of Cancellation for America First Apartment Investors, L.P. (\$52.50)
3. Certificate of Cancellation for America First Capital Associates Limited Partnership Four (\$52.50)
4. Withdrawal Application for America First Companies L.L.C. (\$25.00)

Please return any correspondence to my attention at the address above.

(Continued)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

FILED
JAN 18 PM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

America First Companies, L.L.C.

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

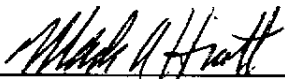
1004 Farnam St., Suite 400

(Mailing address)

Omaha, NE 68102

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

Mark A. Hiatt, Vice President

(Typed or printed name of signee)

Filing Fee: \$25.00