

Filing Fee: \$50.00

ID Number: 103351



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-52 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Amendment to Certificate of Registration:

1. The name of the limited partnership is:

CASDEN PROPERTIES GP II LIMITED PARTNERSHIP

2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on 11/09/1998, authorizing it to transact business in Rhode Island under the name of CASDEN PROPERTIES GP II LIMITED PARTNERSHIP

3. The Application for Certificate of Registration is amended as follows:

[Insert amendment]

The name of the limited partnership is: LAC PROPERTIES GP II LIMITED PARTNERSHIP

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

FILED

SEP 18 2002

By _____

[Handwritten signature]
291290

Date: 9-9-02

LAC PROPERTIES GP II LIMITED PARTNERSHIP

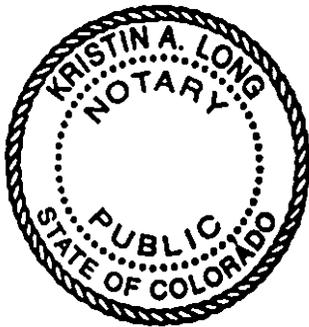
Print Exact name of Limited Partnership submitting Certificate
by LAC Properties QRS II, Inc. its General Partner.

By [Signature]
Chad Asarch, Vice President & Asst. General Counsel

STATE OF Colorado
COUNTY OF Denver

In Denver, Colorado, on this 9 day of September, 2002, personally
appeared before me Chad Asarch who, being by me first duly sworn,
declared that he/she is a general partner of LAC Properties GP II Limited Partnership,
that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein
contained are true.

Kristin A. Long
Notary Public
My Commission Expires: December 10, 2005



My Commission Expires 12/10/2005