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Eugene "Gene" Moore Fee: \$28.00
Cook County Recorder of Deeds
Date: 08/05/2003 04:33 PM Pg: 1 of 3

Form LP 905
(Rev. May 2000)

Filing Fee \$25

SUBMIT IN DUPLICATE!

LF0307/10/03:01:3108:
SOSIL S014784 FILED 905
25.00 NO

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT TO THE APPLICATION FOR ADMISSION (foreign limited partnership)

1. Limited partnership's name: BA 1998 Partners Master Fund II, L.P.
2. File number assigned by the Secretary of State: S014784
3. Federal Employer Identification Number (F.E.I.N.): 36-4263143
4. Admitting name or assumed name, if any, under which the limited partnership is transacting business in Illinois:

5. The application for admission to transact business is amended as follows:
(Check all applicable changes here and specify them in item 6.)
(Address changes - P.O. Box is unacceptable)
 - a) Admission of a new general partner (give name and business address in item 6 on reverse).
 - b) Withdrawal of a general partner (give name in item 6 on reverse).
 - c) Change of registered agent and/or registered agent's office (give new name and address, including county in item 6 on reverse).
 - d) Change in the address of the office at which the records required by Section 902 of the Act are kept (give new address in item 6 on reverse).
 - e) Change in the general partners name and/or business address (give name and new address in item 6 on reverse).
 - f) Change in limited partnership's name (give new name in item 6 on reverse).
 - g) Change in date of dissolution (give new date in item 6 on reverse).
 - h) Other (give information in item 6 on reverse).

(over)

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6. Place item #5 changes here:

See attachment.

If additional space is needed, it must be continued in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

7. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME

BUSINESS ADDRESS

1. Signature William B Franklin

Street 231 S. LaSalle St., 12th Floor

Type or print name and title William B. Franklin,
President

City/town Chicago

Name of General Partner if a corporation or
other entity Bank of America Capital Corporation,
Manager of Bank of America Capital Advisors LLC,
General Partner

State IL ZIP Code 60697

2. Signature _____

Street _____

Type or print name and title _____

City/town _____

Name of General Partner if a corporation or
other entity _____

State _____ ZIP Code _____

3. Signature _____

Street _____

Type or print name and title _____

City/town _____

Name of General Partner if a corporation or
other entity _____

State _____ ZIP Code _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

RETURN TO:
Secretary of State
Department of Business Services
Limited Partnership Section
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960
<http://www.sos.state.il.us>

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LPR307/10/03:01:3103:
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25.00 MU

Attachment to Certificate of Amendment to the Application for Admission

5. c) New registered agent:

James D. Bowden
231 S. LaSalle Street, 12th Floor
Chicago, IL 60697
Cook County

5. d) New address of records office:

231 S. LaSalle Street, 12th Floor
Chicago, IL 60697
Cook County

5. e) New name and new address of general partner:

Bank of America Capital Advisors LLC
231 S. LaSalle Street, 12th Floor
Chicago, IL 60697

SARAH FILLER

Katten Muchin Zavis Rosenman
625 West Monroe Street, Suite 1600
Chicago, Illinois 60661-3693