

Division of Corporations

WCI- LEGAL DEPARTMENT Fax

Sep 28 2005 12:51 PM 1/00

A03000001241

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000230485 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

③ 9/28 amend
Restated
Certificate

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : WCI COMMUNITIES, INC.
Account Number : I20040000030
Phone : (239) 498-8605
Fax Number : (239) 498-8277

M. HODGES

A03-1241

LIMITED PARTNERSHIP AMENDMENT

RRC LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

05 SEP 28 PM 1:13

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

((H05000230485 3)))

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
of
RRC LIMITED PARTNERSHIP**

RRC Limited Partnership (the "Limited Partnership"), a limited partnership duly organized and existing under the laws of the State of Florida, does hereby certify as follows:

FIRST: The present name of the Limited Partnership is RRC Limited Partnership, the original certificate of limited partnership was filed with the Florida Department of State under the name The Gulf Cottage Limited Partnership on August 28, 2003, and was amended by a Certificate of Amendment filed with the Florida Department of State October 13, 2003.

SECOND: This Amended and Restated Certificate of Limited Partnership of RRC Limited Partnership, which amends and restates the original certificate of limited partnership, and amendments thereto, in its entirety, has been duly executed and is being filed by the undersigned in accordance with the provisions of §620.109 of the Florida Revised Uniform Limited Partnership Act.

THIRD: The Amended and Restated Certificate of Limited Partnership of RRC Limited Partnership shall read in its entirety as follows:

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
of
RRC LIMITED PARTNERSHIP**

FIRST: The name of the Limited Partnership is:

RRC Limited Partnership

SECOND: The business address of the Limited Partnership is:

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

THIRD: The mailing address of the Limited Partnership is:

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

FOURTH: The name and Florida street address of the registered agent is:

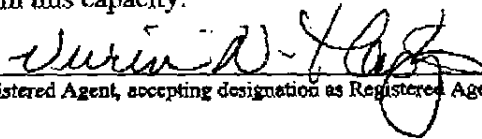
Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

FILED
05 SEP 28 PM 1:13
CLERK OF STATE
TALLAHASSEE FLORIDA

((H05000230485 3)))

((H05000230485 3)))

FIFTH: Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.


(Signature of Registered Agent, accepting designation as Registered Agent for Service of Process)

SIXTH: The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2003.

SEVENTH: The name and street address of the general partner is as follows:

The Gulf Cottage LLC
24301 Walden Center Drive
Suite 300
Bonita Springs, FL 34134

The undersigned, hereby acknowledges that the facts stated herein are true and correct.

Dated this 9 day of September, 2005.

THE GULF COTTAGE LLC,
General Partner

By: 
James D. Cullen, Vice President of
Bay Colony-Gateway, Inc.,
Managing Member of General Partner

((H05000230485 3)))