

Apr 10 07 02:51p

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PAGE 02/05

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PAGE 3/5

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Page 1 of 1

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

CAPE MORRIS COVE III LP PARTNERS, LTD.

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4/10/2007 9:29 PAGE 001/001

Florida Dept of State



April 10, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CAPE MORRIS COVE III LP PARTNERS, LTD.

P.O. BOX 4961

ORLANDO, FL 32802-4961

SUBJECT: CAPE MORRIS COVE III LP PARTNERS, LTD.

REF: A06000001424

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PAGE 4/5

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**AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP
OF
CAPE MORRIS COVE III LP PARTNERS, LTD.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on December 7, 2006, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be MALABAR COVE L.L.P. (the "Partnership").
2. The address of the office where records shall be kept shall be 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and business address of the General Partner is:
MALABAR COVE I MANAGERS, L.L.C., a Florida limited liability company
329 N. Park Avenue, Suite 300
Winter Park, Florida 32789 *LD0000116826*
4. The mailing address of the Partnership is 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.
6. The Partnership hereby elects to be a limited liability limited partnership.

The Certificate has been executed by the undersigned as of the 9 day of April, 2007.

GENERAL PARTNER:

**MALABAR COVE I MANAGERS, L.L.C., a
Florida limited liability company**

By: 

Paul Munnigman, Manager

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PAGE 05/05

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4/9/2007 4:49

PAGE 5/5

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MALABAR COVE, L.L.P., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: Gloria E. Greiner

Name: Gloria E. Greiner

Title: Vice President

Dated this 5th day of April, 2007.

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Amended and Restated COLP - Cape Morris Cove III LP Partners, Ltd. name change to Malabar Cove, L.L.P.
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