

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
MALABAR COVE, L.L.P.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

2009 DEC 31 M 8:36

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G. MCLEOD

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EXAMINER

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AM 8:36

**SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
MALABAR COVE, L.L.L.P.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited liability limited partnership, whose amended and restated certificate of limited partnership was filed with the Florida Department of State on April 10, 2007, adopts the following Second Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be MALABAR COVE, L.L.L.P. (the "Partnership").
2. The address of the office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, 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 shall be:

SAS MALABAR COVE I MANAGERS, L.L.C., a Florida limited liability company
655 West Morse Boulevard, Suite 212
Winter Park, Florida 32789
4. The mailing address of the Partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.
6. The Partnership hereby elects to be a limited liability limited partnership.

[SIGNATURES TO FOLLOW ON NEXT PAGE]

The Certificate has been executed by the undersigned as of the 30th day of December, 2009 to be effective as of the 30th day of December, 2009.

GENERAL PARTNER:

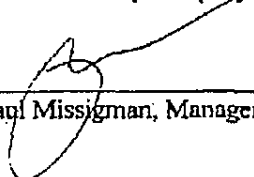
SAS MALABAR COVE I MANAGERS, L.L.C.,
a Florida limited liability company

By: Southern Affordable Services, Inc., a Florida
non-profit corporation

By: 
Name: Scott D. Clark
Title: President

FORMER GENERAL PARTNER:

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

By: 
Paul Missigman, Manager

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 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 Nadal
Gloria Nadal,
Vice President

Dated this 9th day of December, 2009.