



THE UNITED STATES
CORPORATION
COMPANY

A93000001309

ACCOUNT NO. : 072100000032

REFERENCE : 781342 7215365

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 31, 2000

ORDER TIME : 2:07 PM

ORDER NO. : 781342-005

CUSTOMER NO: 7215365

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-08/08/00--01001--001
****157.50 ****157.50

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates,
Northbridge Centre
515 N. Flagler Dr. Ste 910
West Palm Beach, FL 33401-4325

DOMESTIC AMENDMENT FILING

NAME: CSC PALM VILLAGE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPIES (2)

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
JUL 31 2000

00 AUG -7 PM 3:15

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 PM 4:34

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CSC PALM VILLAGE, LTD.**

RECEIVED
DIVISION OF CORPORATIONS
00 AUG -7 PM 4:34

Pursuant to Section 620.109, Florida Statutes, **CSC PALM VILLAGE, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate of Limited Partnership originally filed with the Florida Department of State on December 9, 1993, as follows:

1. The name of the limited partnership is "CSC Palm Village, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050.
7. The name and business address of the general partner is as follows:

Paradise Cay General Partner, Inc.
c/o Daryl Cramer & Associates, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325

898000081678

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DARYL CRAMER & ASSOCIATES, P.A.

By: 

Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 3 day of August, 2000 and is being filed in accordance with Section 620.109, Florida Statutes.

PARADISE CAY GENERAL PARTNER, INC.,
as General Partner

By: 

Fabrizio Lucchese, President