

A98000001542



ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 52.50

ORDER DATE : March 2, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 609170-050

600003154926--8

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
Broad And Cassel  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: CED ARBOR POINTE II, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR -2 AM 2:48

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR -2 PM 1:50

RECEIVED

**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
CED ARBOR POINTE II, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partners of CED ARBOR POINTE II, LTD., a Florida limited partnership (the "Partnership"), submit the following:

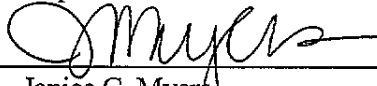
1. The current name of the Partnership is CED ARBOR POINTE II, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was June 24, 1998.
3. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

A98-9542

Having been designated as the Registered Agent for CED Arbor Pointe II, Ltd. 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 Section 620.192, Florida Statutes.

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

By:   
Janice C. Myers,  
Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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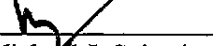
FILED

Executed effective as of the 28 day of Feb, 2000.

GENERAL PARTNERS:

**CED CAPITAL HOLDINGS IV B, LTD.,** a Florida limited partnership

By: **CED CAPITAL HOLDINGS IV B, INC.,** a Florida corporation, its managing general partner

By:   
Michael J. Sciarrino, Vice President