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◇ADMITTED COLORADO BAR

May 21, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600005600216--9
-05/23/02--01063--012
****105.00 ****105.00

Re:

Dear Sir/Madam:

Enclosed please find an Amended and Restated Certificate of Limited Partnership of Town Center Partners, Ltd. for filing.

I also enclose this firm's trust account check made payable to the Florida Department of State in the amount of \$105.00 to cover the cost of filing and the fee for a certified copy of the filing. Upon completion, please forward the certified copy to the undersigned in the self-addressed envelope provided for your convenience.

If you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER



Melissa Edwards, Legal Assistant
To Dale A. Dettmer

/me
Enclosures

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TOWN CENTER PARTNERS, LTD.**

FILED
2002 MAY 24 AM 9:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend its limited partnership certificate in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and the Revised Uniform Partnership Act of 1995 (the "Partnership Acts") and being duly sworn does certify as follows:

1. The original Certificate of Limited Partnership was filed on July 30, 1998.
2. This Amended and Restated Certificate of Limited Partnership of Town Center Partners, Ltd. is duly executed and is being filed in accordance with Section 620.109(7), Florida Statutes.
3. The Certificate of Limited Partnership of Town Center Partners, Ltd. is hereby restated in its entirety as follows:

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TOWN CENTER PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and the Revised Uniform Partnership Act of 1995 (the "Partnership Acts") and being duly sworn does certify as follows:

1. The name of the Partnership is **TOWN CENTER PARTNERS, LTD.**
2. The principal place of business of the Partnership is located at 3391 Bayside Lakes Boulevard, Palm Bay, Florida 32909. The name of the registered agent of the Partnership at such address is Benjamin E. Jefferies.
2. The name and address of the general partner is as follows:

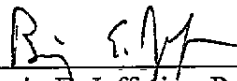
Bayside Lakes Development Corporation
3391 Bayside Lakes Boulevard
Palm Bay, Florida 32909
P98000051208
4. The mailing address of the Partnership is 3391 Bayside Lakes Boulevard, Palm Bay, Florida 32909.

5. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business in the State of Florida and shall continue until 12:00 o'clock noon on January 1, 2030, unless sooner terminated pursuant to the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner this 15 day of May, 2002.

"GENERAL PARTNER"

**BAYSIDE LAKES DEVELOPMENT
CORPORATION, a Florida corporation**

By: 
Benjamin E. Jefferies, President

FILED
2002 MAY 24 AM 9:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA