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EUROPCO MANAGEMENT COMPANY
OF AMERICA
EUROPCO

November 19, 2001

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

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ATTN: Amendment Section

To Whom It May Concern:

This letter is written as a request for the filing of an Amended and Restated Certificate of Limited Partnership of Cayo Grande Bluewater Apartment, Ltd., Document Number: A00000001499.

Filing Fee = \$52.50

Enclosed is a check in the amount of \$52.50 to cover the costs incurred in filing this document and for one certified copy.

Thank you for your help. If you should have any questions regarding this request please do not hesitate to call me at 850/897-6430 ext. 11.

Sincerely,



Helene R. Harris
Controller/Office Manager

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Enclosure

Cayo Grande Bluewater Apartment, Ltd.,
A Florida limited partnership

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

1. The original Certificate of Limited Partnership was filed on September 29, 2000.
2. Name of Limited Partnership: Cayo Grande Bluewater Apartment Company, Ltd.
3. Business Address: 819 Pinedale Road
Fort Walton Beach, FL 32547
4. Name of Registered Agent for Service of Process: Lowell C. Larson, Jr.
5. Florida Street Address for Registered Agent: 819 Pinedale Road
Fort Walton Beach, FL 32547
6. Mailing Address of Limited Partnership: 819 Pinedale Road
Fort Walton Beach, FL 32547
7. Latest Date Upon Which Limited Partnership is to be Dissolved: December 31, 2049
8. Name of General Partner: Southern Ventures of Okaloosa County, Inc.

Street Address of General Partner: 819 Pinedale Road
Fort Walton Beach, FL 32547
9. Under certain circumstances, as more fully set forth in the Substituted Agreement of Limited Partnership of Cayo Grande Bluewater Apartment, Ltd. the consent of the limited partners is required for sale, refinancing or mortgaging of the real property owned by the Partnership.
10. The limited partners are: Bert and Ilse Daiberl, 1386 Sunset Beach Drive, Niceville, Fl 32578.

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct:

Signed this 19th day of November 2001. This Amended and Restated Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.111(c)(7), Florida Statutes.

GENERAL PARTNER:
Southern Ventures of Okaloosa County, Inc.


By: Lowell C. Larson, Jr., Its President

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