

A01000001248 (3)

Florida Department of State
Division of Corporations
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4/28 + restate name change

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A01-1248

04 APR 28 AM 8:00

LIMITED PARTNERSHIP AMENDMENT

FINLAY INTERESTS 44, LTD.

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMELIA GREEN, LTD.
F/K/A FINLAY INTERESTS 44, LTD.**

Pursuant to the authority of Section 620.109, Florida Statutes, this Florida Limited Partnership, whose certificate was filed with the Florida Department of State on September 14, 2001, Document Number A01000001248, FEI Number 59-3748976, adopts the following Amended and Restated Certificate of Limited Partnership.

1. The name of the partnership shall be changed from Finlay Interest 44, Ltd., and the new name, effective immediately, is: Amelia Green, Ltd.
2. The address of the Partnership where records shall be kept shall is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.
3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
4. The name of the General Partner is Amelia Green GP, LLC (formerly known as Finlay Interests GP 44, LLC, a Florida limited liability company.
5. The business address of the General Partner is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.
6. The mailing address of the limited partnership is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.
7. The latest date upon which the Partnership is to dissolve is December 31, 2061.

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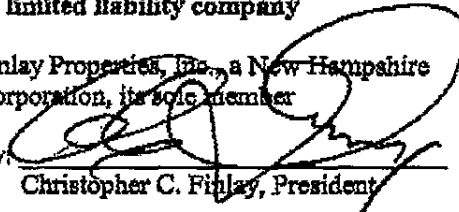
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This Certificate has been executed by the undersigned and shall be effective as of the 23rd day of April, 2004.

GENERAL PARTNER

**AMELIA GREEN GP, LLC F/K/A
FINLAY INTERESTS GP 44, LLC,
a Florida limited liability company**

By:  Finlay Properties, Inc., a New Hampshire Corporation, its sole member

By: 
Christopher C. Finlay, President

LIMITED PARTNER


Carroll C. Finlay, Limited Partner

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