

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
NORTHBRIDGE AT MILLENIA PARTNERS II, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

D. BRUCE

JAN - 5 2010

EXAMINER

FILED

Dec 31, 2009 08:00 AM

Secretary of State

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHBRIDGE AT MILLENIA PARTNERS II, LTD.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited partnership, whose certificate was initially filed with the Florida Department of State on September 23, 2002, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be NORTHBRIDGE AT MILLENIA PARTNERS II, LTD. (the "Partnership").
2. The address of the office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and business address of the General Partner shall be:

SAS CED CAPITAL HOLDINGS NORTHBRIDGE II MANAGERS, L.L.C., a
Florida limited liability company
655 West Morse Boulevard, Suite 212 L100000000465
Winter Park, Florida 32789
4. The mailing address of the Partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.
5. The latest date upon which the Partnership is to dissolve shall be December 2062.
6. The Partnership hereby elects to be a limited partnership.

[SIGNATURES TO FOLLOW ON NEXT PAGE]


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The Certificate has been executed by the undersigned as of the 31st day of December, 2009
to be effective as of the 31st day of December, 2009.

GENERAL PARTNER:

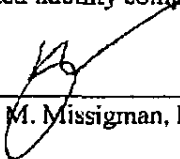
**SAS CED CAPITAL HOLDINGS
NORTHBRIDGE II MANAGERS, L.L.C.,**
a Florida limited liability company

By: Southern Affordable Services, Inc., a Florida
non-profit corporation

By: 
Name: Scott D. Clark
Title: President

FORMER GENERAL PARTNER:

CED CAPITAL HOLDINGS 2003 E, L.L.C., a
Florida limited liability company

By: 
Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for NORTHBRIDGE AT MILLENIA PARTNERS 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 §620.1114, Florida Statutes.

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

By: 

Janice C. Myers,
Vice President

Dated this 31st day of December, 2009.

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Dec 31, 2009 08:00 AM
Secretary of State