

Division of Corporations

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
MPG JUPITER, LTD.

Certificate of Status	0
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DIVISION OF CORPORATION

G. MCLEOD

FTO-244

JAN 20 2010

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MPG JUPITER, LTD.**

MPG JUPITER, LTD., a Florida limited partnership, filed its original Certificate of Limited Partnership with the Secretary of State of the State of Florida on November 21, 2002 (the "Original Certificate"). This Amended and Restated Certificate of Limited Partnership has been duly adopted and executed by its General Partner pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act. The Original Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the Partnership shall be MPG JUPITER, LTD.
2. Principal Place of Business. The principal place of business of the Partnership and its mailing address shall be at its offices located at 100 South Charles Street, 4th Floor, Baltimore, Maryland 21201-2713. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the limited partners.
3. Registered Agent. The name and address of the registered agent for service of process on the Partnership is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The General Partner may, on behalf of the Partnership, change the name and office of such registered agent upon notice to the limited partners.
4. General Partners. The names and specific address of the General Partner(s) of the Partnership are as follows:

GENERAL PARTNER

Second Step Asset Management Company

ADDRESSc/o Bank of America
100 South Charles Street, 4th Floor
Baltimore, Maryland 21202-2713

5. Term. The term of the Partnership shall have commenced on November 21, 2002 and shall terminate on December 31, 2030, unless sooner terminated in accordance with the Florida Revised Uniform Limited Partnership Act of the Agreement of Limited Partnership.

6. Amendment to Certificate. This Amended and Restated Certificate of Limited Partnership may be amended and/or restated from time to time upon the filing of an Amendment to Certificate of Limited Partner executed by the General Partner(s) and any such Amendment to Certificate of Limited Partner shall supersede this Certificate and any proceeding Certificate in its entirety.

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IN WITNESS WHEREOF, for and on behalf of the Partnership the undersigned has executed this Amended and Restated Certificate of Limited Partnership this 19th day of January, 2010.

**Second Step Asset Management Company,
General Partner**

By: 

Name: DEBRA R. JOHNSTON

Title: MANAGING PARTNER

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 620.192 of the Florida Statutes: **MPG JUPITER, LTD.** has named CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited partnership at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 620.192, F.S., relative to keeping open said office.

Dated this 15 day of January, 2010.

CT CORPORATION SYSTEM

By: Ashley Pipes
Name: Ashley Pipes
Title: Assistant Secretary

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