



by: STEARNS WEAVER  
Division of Corporations

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Page 1 of 1

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Florida Department of State  
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**LIMITED PARTNERSHIP AMENDMENT**

**CED ALACHUA PARTNERS, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

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**AMENDED AND RESTATED  
CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CED ALACHUA PARTNERS, LTD.**

Pursuant to the provisions of Section 620.109 of the Florida Statutes, CED Alachua Partners, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on November 21, 2002, adopts the following amended and restated certificate of limited partnership:

1. The name of the Limited Partnership is:  
**CED ALACHUA PARTNERS, LTD.**
2. The office and principal place of business for the Partnership currently is:  
**4707 N. W. 53<sup>rd</sup> Avenue, Suite A  
Gainesville, Florida 32606**
3. The name and address of the agent for service of process on the Partnership are:  
**Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130**
4. The name and address of the General Partner of the Partnership are:  
**JW-ACP, INC. ✓ 104-54802  
4707 N. W. 53 Avenue, Suite A  
Gainesville, Florida 32606**
5. The mailing address of the Partnership is:  
**4707 N. W. 53<sup>rd</sup> Avenue, Suite A  
Gainesville, Florida 32606**
6. The latest date upon which the Partnership shall dissolve is December 31, 2062.

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7. This amended and restated certificate of limited partnership shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has signed this Amended and Restated Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: March 29, 2004

JW-ACP, INC., a Florida corporation, its sole General Partner

By: 

Name: William B. Wallace

Title: President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Brian J. McDonough hereby accepts his appointment as registered agent for CED Alachua Partners, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: March 29, 2004

  
Brian J. McDonough

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