

**A-0200000/6661**

Florida Department of State  
Division of Corporations  
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## LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

COLLEGE COURT, LTD.

Certificate of Status	0
Certified Copy	0
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D. BRUCE

JAN 05 2009

EXAMINER  
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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

COLLEGE COURT, LTD.

To the Secretary of State  
State of Florida

The undersigned, on behalf of the limited partnership named below, (the "Limited Partnership") hereby certifies that:

1. The present name of the Limited Partnership is COLLEGE COURT, LTD.
2. The date of filing of the original Certificate of Limited Partnership with the Department of State was December 16, 2002.
3. The Certificate of Limited Partnership is amended to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act. Each such amendment is as follows:
  - a. The business and mailing addresses of the Limited Partnership are changed to 71 South Wacker Dr., Suite 3571, Chicago, Illinois 60606.
  - b. The name and address of the registered agent are changed to CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
  - c. College Court, Inc. is removed as the sole general partner of the Limited Partnership and HSRB-College Court GP, LLC is added as the new general partner.
  - d. The Affidavit of Capital Contributions is deleted in its entirety.
4. The text of the Certificate of Limited Partnership is hereby restated as amended to read as set forth in Exhibit A attached hereto and made a part hereof.
5. This Amended and Restated Certificate is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

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Signed on November 7, 2008.

WITHDRAWING GENERAL PARTNER:

COLLEGE COURT, INC.

By: 

Name: FABRIZIO LUCCHESI  
Title: PRESIDENT

NEW GENERAL PARTNER:

HSRE-COLLEGE COURT GP, LLC, a Delaware  
limited liability company

By: HSRE-College Court I, LLC, a Delaware  
limited liability company, its sole member

By: HSREP II Holding, LLC, a Delaware  
limited liability company, its sole  
member

By: HSRE REIT II, a Maryland  
real estate investment trust, a  
member

By: \_\_\_\_\_  
Name: Stephen M. Gordon  
Title: Trustee

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TALLAHASSEE, FLORIDA

Signed on November 7, 2008.

WITHDRAWING GENERAL PARTNER:

COLLEGE COURT, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

NEW GENERAL PARTNER:

HSRE-COLLEGE COURT GP, LLC, a Delaware  
limited liability company

By: HSRE-College Court I, LLC, a Delaware  
limited liability company, its sole member

By: HSREP II Holding, LLC, a Delaware  
limited liability company, its sole  
member

By: HSRE REIT II, a Maryland  
real estate investment trust, a  
member

By: 

Name: Stephen M. Gordon

Its: Trustee

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**EXHIBIT A**

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP**

1. COLLEGE COURT, LTD.  
(Name of Limited Partnership)
2. 71 South Wacker Dr., Suite 3571, Chicago, IL 60606  
(Street address of initial designated office)
3. CT Corporation System  
(Name of Registered Agent for Service of Process)
4. 1200 South Pine Island Road, Plantation, Florida 33324  
(Florida street address for Registered Agent)

5. *I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System

By:

Jill Duffy-Baricovich  
Signature of Registered Agent

**Jill Duffy-Baricovich  
Assistant Secretary**

6. 71 South Wacker Dr., Suite 3571, Chicago, IL 60606  
(Mailing address of initial designated office)
7. Name and business address of each general partner:

Name:

HSRE-College Court GP, LLC

Business Address:

71 South Wacker Dr., Suite 3571  
Chicago, IL 60606

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