

From:

Division of Corporations

05/08/2008 14:07

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A03000000/293

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

THE GP OF THIS DOMESTIC LP IS CRE RIVIERA BEACH GP, LLC. I FAXED THE QUALIFICATION FIRST FOLLOWED BY THE THIS AMENDED & RESTATED.

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

MARINA GRANDE ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$105.00

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARINA GRANDE ASSOCIATES, LTD.**

The undersigned, being the sole general partner of MARINA GRANDE ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), do hereby amend and restate, pursuant to the provisions of Sections 620.1202 of the Florida Revised Uniform Limited Partnership Act, the Certificate of Limited Partnership of MARINA GRANDE ASSOCIATES, LTD. which was originally filed under the name of "Boca Swerdlow Riviera Beach Development, Ltd." with the Secretary of the State of Florida on September 5, 2003 under Document Number A03000001293, as heretofore amended, in its entirety to read as follows:

1. The name of the limited partnership is MARINA GRANDE ASSOCIATES, LTD.

2. The Certificate of Limited Partnership of the Partnership was with the Florida Department of State on September 5, 2003.

3. The principal office and mailing address of the Partnership is:

c/o CRE Boca Opco, LLC
11900 Biscayne Boulevard, Suite 809
Miami, Florida 33181.

4. The name and address of the registered agent of the Partnership for service of process is:

National Corporate Research, Ltd., Inc.
515 East Park Avenue
Tallahassee, Florida 32301.

5. Boca Marina Grande GP, Inc., a Florida corporation, has disassociated as a general partner of the Partnership.

6. The name and address of the new general partner of the Partnership is:

CRE Riviera Beach GP, LLC
c/o CRE Boca Opco, LLC
11900 Biscayne Boulevard, Suite 809
Miami, Florida 33181.

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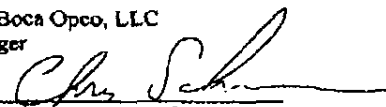
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IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the general partner of the Partnership as of the 25th day of April, 2008.

CRE RIVIERA BEACH GP, LLC

By: CRE Boca Opco, LLC
Manager

By:


Name: Chris Schiermbeck
Title: Authorized Signatory

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DISASSOCIATED GENERAL PARTNER:

BOCA MARINA GRANDE GP, INC.

By: 

Name:

Title: Theodore R. Stotzer

Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for MARINA GRANDE ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Amended and Restated Certificate of Limited Partnership of the Partnership, hereby accepts the appointment as such registered agent and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act.

Dated: April 25, 2008

NATIONAL CORPORATE RESEARCH, LTD., INC.

By: 
Name: Petrona Varela
Title: Assistant Secretary

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