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## LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

**PRII CYPRESS MARIGOLD, LTD.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 05      |
| Estimated Charge      | \$52.50 |

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**EXAMINER**

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PRII CYPRESS MARIGOLD, LTD.**

Pursuant to the provisions of Section 620.1202 of the Florida Revised Uniform Limited Partnership Act, the undersigned desire to amend and restate the Certificate of Limited Partnership of **PRII CYPRESS MARIGOLD, LTD.**, a Florida limited partnership in connection with the withdrawal of Cypress Marigold, LLC, a Florida limited liability company, as general partners thereof.

The following information applies to **PRII CYPRESS MARIGOLD, LTD.**, a Florida limited partnership:

A. The name of the limited partnership is **PRII CYPRESS MARIGOLD, LTD.**, a Florida limited partnership.

B. The Certificate of Limited Partnership was initially filed with the Secretary of State of Florida on March 22, 2004.

C. The changes the amendment or restatement makes to the certificate as most recently amended or restated are as follows:

The Certificate of Limited Partnership is hereby amended and restated in its entirety by deleting the terms of the Certificate of Limited Partnership in its entirety and by substituting in lieu thereof a new Certificate of Limited Partnership to read as follows:

1. The name of the limited partnership is **PRII CYPRESS MARIGOLD, LTD.**, a Florida limited partnership.

2. The street and mailing address of the designated office of the limited partnership is as follows:

PRII Cypress Marigold, Ltd.  
c/o PRII Law Department  
8 Campus Drive, 4th Floor  
Arbor Circle South  
Parsippany, New Jersey 07054-4493  
Attention: James N. Marinello, Esq.

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3. The name, street address in this state, and written acceptance of the registered agent, is as follows:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

4. The sole general partner of the limited partnership is PRII Solivita OP GP, LLC, a Delaware limited liability company.

5. The name and the business address of the sole general partner is as follows:

PRII Solivita OP GP, LLC  
c/o PREI Law Department  
8 Campus Drive, 4th Floor  
Arbor Circle South  
Parsippany, New Jersey 07054-4493  
Attention: James N. Marinello, Esq.

6. The limited partnership is not a limited liability limited partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and Restatement as of June 30, 2008.

SOLE GENERAL PARTNER:

PRII SOLIVITA OP GP, LLC, a Delaware  
limited liability company

By: THE PRUDENTIAL INSURANCE  
COMPANY OF AMERICA, a New Jersey  
corporation, as the sole member thereof

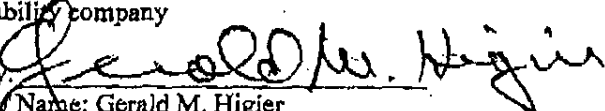
By: Maria Almounir  
Name: Maria Almounir  
Title: Second Vice President

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WITHDRAWING GENERAL PARTNER:

CYPRESS MARIGOLD, LLC, a Florida limited  
liability company

By:



Name: Gerald M. Higier

Title: Manager

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REGISTERED AGENT:

CT CORPORATION SYSTEM

By: Carrie Bay  
Name: Carrie Bay  
Title: Special Agent

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