

06/08/2006 12:23 FAX 9544524790

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Division of Corporations

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A04000001658

Florida Department of State
Division of Corporations
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((H06000153384 3)))

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ROSS MATZ INVESTMENTS, INC.
Account Number : I20040000128
Phone : (954) 452-5000
Fax Number : (954) 452-4700

2006 JUN -8 AM 8:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

RM-TRION WINSTON PARK PHASE II, LLLP

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$52.50

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A04-1658
6/8/2006

(((H06000153384 3)))

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

RM-TRION WINSTON PARK PHASE II, LLLP

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on October 21, 2004, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (Indicate information being amended, added, or deleted)

1. The name of the limited liability limited partnership Shall be:

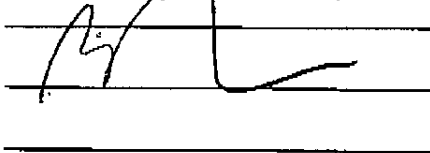
RM WINSTON PARK PHASE II, LLLP

SECOND: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)



Signature(s) of new or dissociating general partner(s), if any:

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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TALLAHASSEE, FLORIDA

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GRAYROBINSON

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

THE VILLAGES AT HALIFAX HOUSING, LTD., LLLP

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

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
THE VILLAGES AT HALIFAX HOUSING, LTD., LLLP**

THE UNDERSIGNED hereby makes and files with the Secretary of State of the State of Florida, this Amended and Restated Certificate of Limited Partnership for the purpose of amending and restating the Certificate of Limited Partnership filed March 26, 2004 under Document Number A04000000484, as affected by a Statement of Qualification for Limited Liability Limited Partnership filed March 26, 2004, as follows:

1. **NAME OF PARTNERSHIP.** The name of the limited partnership shall be **THE VILLAGES AT HALIFAX HOUSING, LTD., LLLP**.

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 247 North Westmonte Drive, Altamonte Springs, Florida, 32714, or at such other place or places as the General Partners shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

W. Terry Costolo, Esquire
301 East Pine Street, Suite 1400
Orlando, Florida 32801

4. **NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.**

Picerne Halifax Housing, LLC
247 North Westmonte Drive
Altamonte Springs, Florida 32714

Villages at Halifax Partners, Inc.
211 North Ridgewood Avenue, #200
Daytona Beach, Florida 32114

LOS-109913
PO4-50409

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TALLAHASSEE, FLORIDA

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5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

247 North Westmonte Drive
Altamonte Springs, Florida 32714

6. **LIMITED LIABILITY LIMITED PARTNERSHIP.** The partnership is a limited liability limited partnership.

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP has been duly executed as of this 7th day of June, 2006 in accordance with Section 620.1202, Florida Statutes.

General Partners

PICERNE HALIFAX HOUSING, LLC, a Florida limited liability company

By: Robert M. Picerne
Robert M. Picerne, as Manager

VILLAGES AT HALIFAX PARTNERS, INC., a Florida corporation

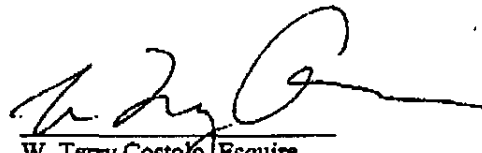
By: Joyours Gamble
Joyours Gamble, President

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H06000153710 3**ACCEPTANCE OF REGISTERED AGENT**

THE UNDERSIGNED, W. Terry Costolo, accepts the appointment as Registered Agent for The Villages at Halifax Housing, Ltd., LLLP and agrees 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.

EXECUTED this 7th day of June, 2006.


W. Terry Costolo, Esquire
as Registered Agent

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TALLAHASSEE, FLORIDA

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