

OCT-22-07 02:00PM  
DIVISION OF CORPORATIONS

FROM: GREENBERG TRAUER, P.A.

T-258 P.001/008 R-450

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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION**

**SOUTHGATE TOWERS, LLLP**

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
SOUTHGATE TOWERS, LLLP**  
*(a Florida limited liability limited partnership)*

**SOUTHGATE TOWERS, LLLP**, a limited liability limited partnership formed on November 4, 2004, with the Department of State of the State of Florida is organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act, Part I of Chapter 620 of Florida Statutes, and does hereby amend and restate its Certificate of Limited Partnership in its entirety to read as follows:

1. The name of the limited partnership is "**SOUTHGATE TOWERS, LLLP**" (the "**Limited Partnership**").
2. The date of filing of its initial certificate of limited partnership is November 4, 2004.
3. The street and mailing address of the Limited Partnership's designated office in the State of Florida is 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139.
4. The name of the Limited Partnership's registered agent is **MANNY DIAZ**, and the street address of the registered agent is 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139.
5. The name of the Limited Partnership's sole general partner is **GUMENICK INVESTMENTS NO. 1, LLC**, a Virginia limited liability company, whose business address is 6600 West Broad Street, Suite 100, Richmond, Virginia 23226.
6. The Limited Partnership is a limited liability limited partnership.

The foregoing Amended and Restated Certificate of Limited Partnership is hereby executed by the sole General Partner of **SOUTHGATE TOWERS, LLLP** on this 22<sup>nd</sup> day of October, 2007, and is being filed in accordance with Section 620.1202 of the Florida Statutes.

**GUMENICK INVESTMENTS NO. 1,  
LLC**, a Virginia limited liability company

By: Jeffrey H. Gumenick  
Jeffrey H. Gumenick, Co-Manager

By: Randolph S. Gumenick  
Randolph S. Gumenick, Co-Manager

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**Acceptance of Appointment of Registered Agent**

Having been named the statutory registered agent of **SOUTHGATE TOWERS, LLLP**, at the place designated in the foregoing Amended and Restated Certificate of Limited Partnership of **SOUTHGATE TOWERS, LLLP**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.1114 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Manny Diaz  
MANNY DIAZ, Registered Agent  
Date: 10/22/07

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