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CORPORATION(S) NAME

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-08/24/00--01012--020
*****52.50 *****52.50

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-08/24/00--01012--021
*****52.50 *****52.50

Don Ce Sar Resort Hotel, Ltd.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☒ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy
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☐ Walk In
☐ Mail Out
- ☒ Amendment
+ Restated
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LAURA EARNEST

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00 AUG 24 AM 10:49
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
00 AUG 24 PM 2:01

8/24

8/24

**AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP OF
DON CE SAR RESORT HOTEL, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 24 PM 2:01

1. The name of the Limited Partnership is Don Ce Sar Resort Hotel, Ltd.
2. The date of filing the original Certificate of Limited Partnership was October 22, 1975. The original Certificate was last amended and restated on July 18, 1997.
3. The effective date of this Amended and Restated Certificate shall be the date this Amended and Restated Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
4. The current Amended and Restated Certificate of Limited Partnership is being amended to provide for (1) the withdrawal of IHC Realty Corporation, a general partner of the Limited Partnership prior to the filing of this Amended and Restated Certificate, and (2) the determination that the following shall serve as the general partners after the filing of this Amended and Restated Certificate of Limited Partnership: Rosado Grande, Inc. and Don Ce Sar Holdings, LLC.
5. The Limited Partnership shall conduct its business with the general partners set forth hereinabove.
6. The previously filed Certificate of Limited Partnership, Amendments thereto and Restatements thereof are superseded by the provisions hereof.
7. The address of the office and the name and address of the agent for service of process of the Limited Partnership are as follows:

Office Address

c/o Investment Law Department
900 Cottage Grove Road S-215
Hartford, CT 06152-2215

Service of Process

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

8. The name and business addresses of the two general partners are as follows:

Rosado Grande, Inc.
900 Cottage Grove Road - S-215
Hartford, CT 06152-2215

Don Ce Sar Holdings, LLC
c/o Wyndham International, Inc.
1950 Stemmons Freeway, Suite 6001
Dallas, TX 75207
Attention: General Counsel

F96000002757

M 00600001077

Each general partner is qualified to do business in the State of Florida.

9. The mailing address for the Limited Partnership is as follows:
c/o Investment Law Department S-215
900 Cottage Grove Road
Hartford, CT 06152-2215
10. The latest date upon which the Limited Partnership is to be dissolved is
December 31, 2044.
11. This Amended and Restated Certificate of Limited Partnership was duly executed
by duly authorized officers of the general partners of the Limited Partnership
listed in Paragraph 4 above, pursuant to Section 620.114 of the Florida Statutes.
12. The total amount of capital contributions of the limited partners of the
Partnership and the amount anticipated to be contributed by them is a total of
Fifty Million Dollars (\$50,000,000).

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 AUG 24 PM 2:01

The undersigned have executed this Amended and Restated Certificate of Limited Partnership
on the 8th day of August, 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 AUG 24 PM 2:01

WITNESSES

Dawn M. Beard
Dawn M. Beard

Linda L. Wencil
Linda L. Wencil

Rosado Grande, Inc.

By: Jean M. Anderson
Jean M. Anderson
Its President

Don Ce Sar Holdings, LLC

By: PAH-Franchise Holding, Inc.,
Sole Member

Anna R. Tudor
Anna R. Tudor

By: Beverly M. Houston
Beverly M. Houston
Its Asst. Secretary

Jane Campbell
Jane Campbell