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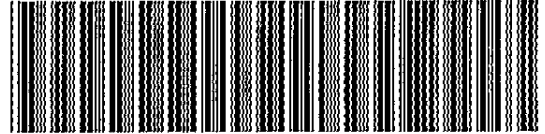
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CT CORPORATION

January 16, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5768667 SO
Customer Reference 1: 011940/0077
Customer Reference 2: 011940/0077

Dear Secretary of State, Florida:

Please file the attached:

Don Ce Sar Resort Hotel, Ltd. (FL)
Amendment
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

1. The name of the Limited Partnership is Don Ce Sar Resort Hotel, Ltd.
2. The date of filing of the original Certificate of Limited Partnership was October 22, 1975. The original Certificate was amended as follows:
 - (a) First Amendment to Certificate of Limited Partnership filed on December 3, 1975.
 - (b) Amended and Restated Certificate of Limited Partnership filed on December 30, 1982.
 - (c) Second Amended and Restated Certificate of Limited Partnership filed on November 8, 1984.
 - (d) First Amendment to Second Amended and Restated Certificate of Limited Partnership filed on October 23, 1985.
 - (e) Amended and Restated Certificate of Limited Partnership filed on June 20, 1996.
 - (f) First Amendment to Amended and Restated Certificate of Limited Partnership filed on February 24, 1997.
 - (g) Amended and Restated Certificate of Limited Partnership filed on July 18, 1997.
 - (h) Amended and Restated Certificate of Limited Partnership filed on August 24, 2000.
3. The effective date of this Sixth Amended and Restated Certificate of Limited Partnership shall be the date this Sixth 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 Don Cesar Holdings, LLC, a general partner of the Limited Partnership, prior to the filing of this Sixth Amended and Restated Certificate of Limited Partnership, (2) the determination that Rosado Grande, Inc. shall serve as the sole general partner after the filing of this Sixth Amended and Restated Certificate of Limited Partnership, and (3) the determination that the Limited Partnership shall continue pursuant to Section 620.157 of the Florida Statutes after an event of withdrawal of a general partner, namely, the withdrawal of Don Cesar Holdings, LLC as a general partner of the Limited Partnership.

5. The Limited Partnership shall conduct its business with the general partner 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
280 Trumbull Street, H11F
Hartford, CT 06103

Service of Process

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

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

Rosado Grande, Inc.
280 Trumbull Street, H11C
Hartford, CT 06103
Attn: Real Estate Asset Management

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

9. The mailing address for the Limited Partnership is as follows:

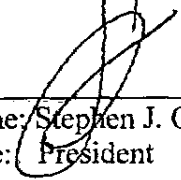
c/o Investment Law Department
280 Trumbull Street, H11F
Hartford, CT 06103

10. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2044.
11. This Sixth Amended and Restated Certificate of Limited Partnership was duly executed by a duly authorized officer of the general partner of the Limited Partnership listed in Paragraph 4 above, pursuant to Section 620.114 of the Florida Statutes.
12. This Sixth Amended and Restated Certificate of Limited Partnership is being filed pursuant to Section 620.109 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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SECRETARY OF STATE

The undersigned have duly executed this Sixth Amended and Restated Certificate of Limited Partnership on the 10th day of January, 2003.

Rosado Grande, Inc.

By: 
Name: Stephen J. Olstein
Title: President

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TALLAHASSEE, FLORIDA