

A04552

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LIMITED PARTNERSHIP AMENDMENT

DON CE SAR RESORT HOTEL, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	05 p/w
Estimated Charge	\$52.50

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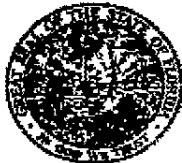
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A04552
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General Partner
now qualified
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2003

DON CE SAR RESORT HOTEL, LTD.
C/O INVESTMENT LAW DEPARTMENT
280 TRUMBULL STREET H11F
HARTFORD, CT 06103

SUBJECT: DON CE SAR RESORT HOTEL, LTD.
REF: A04552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**SEVENTH 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, 1986.
 - (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.
 - (i) Sixth Amended and Restated Certificate of Limited Partnership filed on January 16, 2003.
3. The effective date of this Seventh Amended and Restated Certificate of Limited Partnership shall be the date this Seventh Amended and Restated Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
4. The current Sixth Amended and Restated Certificate of Limited Partnership is being amended to provide for (1) the addition of Loews St. Pete GP LLC, a Delaware limited liability company, as a general partner of the Limited Partnership, immediately prior to the filing of this Seventh Amended and Restated Certificate of Limited Partnership, and (2) the determination that Rosado Grande, Inc. and Loews St. Pete GP LLC shall serve as the general partners of the Limited Partnership after the filing of this Seventh Amended and Restated Certificate of Limited Partnership.
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.

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Through signed have only executed this Seventh Amended and Restated Certificate of Limited Partnership as of December 4, 2003.

ROSADO GRANDE, INC.

By: _____
Name:
Title:

LOEWS ST. PETERS LLC

By: Vincent F. M...
Name: Vincent F. M...
Title: Manager

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