

A04552

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000340314 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 22 AM 11:42

FILED

LIMITED PARTNERSHIP AMENDMENT

DON CE SAR RESORT HOTEL, LTD.

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

DIVISION OF CORPORATION

03 DEC 22 PM 4:26

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Menu

A04552
OR

**EIGHTH 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.
 - (i) Sixth Amended and Restated Certificate of Limited Partnership filed on January 16, 2003.
 - (j) Seventh Amended and Restated Certificate of Limited Partnership filed on December 12, 2003.
3. The effective date of this Eighth Amended and Restated Certificate of Limited Partnership shall be the date this Eighth Amended and Restated Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
4. The current Seventh Amended and Restated Certificate of Limited Partnership is being amended to provide for (1) the withdrawal of Rosado Grande, Inc., a general partner of the Limited Partnership, prior to the filing of this Eighth Amended and Restated Certificate of Limited Partnership, (2) the addition of Rosado Grande LLC, a Delaware limited liability company, as a general partner of the Limited Partnership, immediately prior to the filing of this Eighth Amended and Restated Certificate of Limited Partnership, (3) the determination that Rosado Grande LLC and Loews St. Pete GP LLC shall serve as the general partners of the Limited Partnership after the filing of this Eighth Amended and Restated Certificate of Limited Partnership, and (4) 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 Rosado Grande, Inc. as a general partner of the Limited Partnership.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 22 AM 11:42

FILED

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

Service of Process

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

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

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

Rosado Grande, LLC *M03-4635*
c/o CIGNA Retirement & Investment Services
280 Trumbull Street, H11C
Hartford, CT 06103
Attn: Real Estate Asset Management

Loews St. Pete GP LLC
c/o Loews Hotels
667 Madison Avenue
New York, NY 10021
Attn: Corporate Secretary

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

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

c/o CIGNA Retirement & Investment Services
280 Trumbull Street, H11C
Hartford, CT 06103
Attn: Real Estate Asset Management

10. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2044.
11. This Eighth Amended and Restated Certificate of Limited Partnership was duly executed by a duly authorized officer of each of the general partners of the Limited Partnership listed in Paragraph 4 above, pursuant to Section 620.114 of the Florida Statutes.
12. This Eighth Amended and Restated Certificate of Limited Partnership is being filed pursuant to Section 620.109 of the Florida Statutes.
13. 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).

[Signature page follows]

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DEC 22 AM 11:42

FILED

The undersigned have duly executed this Eighth Amended and Restated
Certificate of Limited Partnership on December 22 2003.

ROSADO GRANDE LLC

By: Connecticut General Life
Insurance Company, its sole member

By: CIGNA Investments, Inc.,
Authorized Agent

By: 
Name: PAUL A. CHAMPAGNE, CRE
Title: Vice President

LOEWS ST. PETE GP LLC

By: _____
Name:
Title:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 22 AM 11:42

FILED

The undersigned have duly executed this Eighth Amended and Restated
Certificate of Limited Partnership on December 22, 2003.

ROSADO GRANDE LLC

By: Connecticut General Life
Insurance Company, its sole member

By: CIGNA Investments, Inc.,
Authorized Agent

By: _____
Name:
Title:

LOEWS ST. PETE GP LLC

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