

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SOUTHWINDS COVE, L.L.P.

Certificate of Status	1
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

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MAY 22 2008

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EXAMINER

W E C O M E

08 MAY 21 AM 11:25

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED LIABILITY
LIMITED PARTNERSHIP
OF
SOUTHWINDS COVE, L.L.L.P.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited liability limited partnership, whose certificate was filed with the Florida Department of State on January 13, 2006, adopts the following Second Amended and Restated Certificate of Limited Liability Limited Partnership (the "Certificate"):

1. The current name of the Partnership is SOUTHWINDS COVE, L.L.L.P. (the "Partnership").

2. The address of the office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. The name and business address of the General Partner shall be:

SOUTHWINDS COVE GP, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789

4. An Assignment of General Partner Interest was executed on December 17, 2007 in which Southwinds Cove Managers, L.L.C. transferred all of its general partner interest in the Partnership to Southwinds Cove GP, L.L.C.

5. The mailing address of the Partnership is 329 North Park Avenue, Suite 300, Winter Park, Florida 32789.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.

7. The Partnership has elected to be a limited liability limited partnership.

SIGNATURES TO FOLLOW ON NEXT PAGE

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DIVISION OF CORPORATIONS
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Second Amended and Restated COLP – Southwinds Cove, L.L.L.P.

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The Certificate has been executed by the undersigned as of the 20th day of May, 2008 to be effective as of the 17th day of December, 2007.

WITHDRAWN GENERAL PARTNER:

SOUTHWINDS COVE MANAGERS, L.L.C., a
Florida limited liability company

By: _____

Paul Missigman, Manager

GENERAL PARTNER:

SOUTHWINDS COVE GP, L.L.C., a Florida
limited liability company

By: _____

Paul Missigman, Manager

Second Amended and Restated COLP – Southwinds Cove, L.L.L.P.

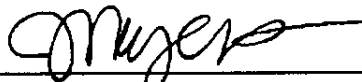
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SOUTHWINDS COVE, L.L.L.P., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: _____



Janice C. Myers,
Vice President

Dated this 20th day of May, 2008.