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DATE: 01-25-06

NAME: MARABELLA POINTE PARTNERS , LTD.

TYPE OF FILING: AMENDMENT TO CERTIFICATE

COST: CHECK 1011 FOR \$113.75 IS ATTACHED.

RETURN: GOOD STANDING AND CERTIFIED COPY

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARBELLA POINTE PARTNERS, LTD.**

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

1. The name of the Partnership shall be MARBELLA POINTE II, L.L.L.P. (the "Partnership").
2. The address of the office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. 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 1100, Orlando, Florida 32801.
3. The name and business address of the General Partner is:

MARBELLA POINTE II MANAGERS, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751 LU6000006893
4. The mailing address of the Partnership is 1551 Sandspur Road, Maitland, Florida 32751.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.
6. The Partnership hereby elects to be a limited liability limited partnership.

The Certificate has been executed by the undersigned as of the 23rd day of January, 2006.

GENERAL PARTNER:

MARBELLA POINTE II MANAGERS, L.L.C., a
Florida limited liability company

By: _____
Paul Missigman, Manager

WITHDRAWING GENERAL PARTNER:

FLORIDA CAPITAL HOLDINGS 2006 C,
L.L.C., a Florida limited liability company

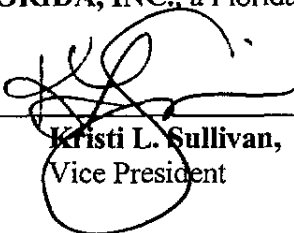
By: _____
Paul Missigman, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARBELLA POINTE II, 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: _____


Kristi L. Sullivan,
Vice President

Dated this 21st day of January, 2006.