

Division of Corporations

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10/27 amend + Restated UP

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A06-70

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

MARBELLA POINTE II, L.L.P.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

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AMENDED AND RESTATED CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF MARBELLA POINTE II, L.L.L.P.

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"):

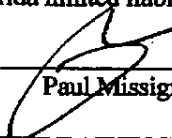
1. The name of the Partnership shall be MARBELLA POINTE II, L.L.L.P. (the "Partnership").
2. The address of the office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and business address of the General Partner is:

MARBELLA COVE II MANAGERS, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789
4. The mailing address of the Partnership is P.O. Box 4691, Orlando, Florida 32802.
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 27th day of October, 2006.

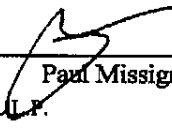
GENERAL PARTNER:

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

By: 
Paul Missigman, Manager

WITHDRAWING GENERAL PARTNER:

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

By: 
Paul Missigman, Manager

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Amended and Restated COLLIP - Marbella Pointe II, L.L.L.P.

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARBELLA COVE 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: 
Name: Shaneka McDaniel
Title: Vice President

Dated this 27th day of October, 2006.