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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

OVIEDO TOWN CENTRE III LP PARTNERS, LTD.

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April 11, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

OVIEDO TOWN CENTRE III LP PARTNERS, LTD.
P.O. BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: OVIEDO TOWN CENTRE III LP PARTNERS, LTD.
REF: A06000001305

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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 limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
OVIEDO TOWN CENTRE III LP 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 November 13, 2006, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be SCHUMACHER COVE, L.L.L.P. (the "Partnership").
2. The address of the office where records shall be kept shall be 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&G 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:

SCHUMACHER COVE I MANAGERS, L.L.C., a Florida limited liability company
329 N. Park Avenue, Suite 300
Winter Park, Florida 32789
4. The mailing address of the Partnership is 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789.
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 4th day of April, 2007.

GENERAL PARTNER:

SCHUMACHER COVE I MANAGERS, L.L.C., a
Florida limited liability company

By: 

Paul M. Missigman, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SCHUMACHER COVE, 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: Janice C. MyersTitle: Vice PresidentDated this 4th day of April, 2007.

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Amended and Restated COLP -- Oviedo Town Centre III LP Partners, Ltd. -- Name Change to Schumacher Cove,
L.L.P.

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