

APR-10-2007 TUE 11:51 AM

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P. 03/05

Division of Corporations

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TALLAHASSEE, FLORIDA

LP AMENDMENT/RESTATEMENT/CORRECTION

THE COVE ON CONWAY LP PARTNERS, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$61.25

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE COVE ON CONWAY 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 30, 2006, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be **ROSEWOOD PLACE, L.L.L.P.** (the "Partnership").
2. The address of the initial office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the initial 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 initial business address of the General Partner is:

ROSEWOOD PLACE MANAGERS, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789

4. The initial mailing address of the limited 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.

This Certificate has been executed by the undersigned as of the 14th day of April, 2007.

GENERAL PARTNER:

ROSEWOOD PLACE MANAGERS, L.L.C., a
Florida limited liability company

By:

Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Rosewood Place, L.L.L.P., the undersigned hereby accepts the designation and agrees to act as 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. Myers

Title: Vice President

Dated this 4th day of April, 2007.

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