

Division of Corporations

Page 1 of 1

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## LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

## ROLLING ACRES CLUB II LP PARTNERS, LTD.

Certificate of Status	1
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ROLLING ACRES CLUB II 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 PONDELLA 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&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:  
  
PONDELLA COVE MANAGERS, L.L.C., a Florida limited liability company  
329 N. Park Avenue, Suite 300  
Winter Park, Florida 32789 **LO6-114951**
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 11 day of April, 2007.

**GENERAL PARTNER:**

PONDELLA COVE 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 PONDELLA 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: Name: Janice C. MyersTitle: Vice PresidentDated this 4th day of April, 2007.

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