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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

CAPE MORRIS COVE II LP PARTNERS, LTD.

Certificate of Status	1
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAPE MORRIS COVE 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 December 7, 2006, adopts the following Amended and Restated Certificate of Limited Liability Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be OWENS POINTE II, 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:

OWENS POINTE II MANAGERS, L.L.C., a Florida limited liability company
329 N. Park Avenue, Suite 300
Winter Park, Florida 32789
LOU-116827
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 14 day of April, 2007.

GENERAL PARTNER:

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

By: 

Paul M. Missigman, Manager

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for OWENS POINTE II, 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 17th day of April, 2007.

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Amended and Restated COLP – Cape Morris Cove II LP Partners, Ltd. – Name Change to Owens Pointe II,
L.L.P.

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