

07-24-03

08:59

FROM-Akerman Senterfitt

904-354-4459

T-127 P.001/004 F-182

# A13972

Florida Department of State  
Division of Corporations  
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Account Number : 105543000740  
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## LIMITED PARTNERSHIP AMENDMENT

PEACE RIVER KNOLL, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

JB  
7-24-03

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**SECOND AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PEACE RIVER KNOLL LTD.**

This Second Amended and Restated Certificate of Limited Partnership (this "Amended Certificate") is duly executed and is being filed with the Florida Department of State in accordance with the provisions of Section 620.109 of the Florida Statutes. This Amended Certificate amends and restates and supersedes, in its entirety, that certain Limited Partnership Agreement and Certificate, filed with the Florida Department of State on February 7, 1983, as amended by amendment filed with the Florida Department of State on April 17, 1987, and as amended and restated by that certain Supplemental Affidavit and Amended and Restated Limited Partnership Agreement and Certificate of Peace River Knoll Ltd., filed with the Florida Department of State on February 13, 1989. This Amended Certificate shall be effective upon the date of the filing thereof with the Florida Department of State (the "Effective Date").

1. The name of the Limited Partnership is Peace River Knoll Ltd.
2. The address of the office of the Limited Partnership required to be maintained by Section 620.105(1) of the Florida Statutes is: 401 Winston Ave. Lake Wales, FL 33853.
3. The name and address of the Limited Partnership's agent for service of process required to be maintained by Section 620.105(2) of the Florida Statutes is: Motolaw, Inc., at 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.
4. The name and business address of the sole General Partner of the Limited Partnership is: Hallmark Group Services of Florida, LLC at 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339. Hallmark Group Services of Florida, LLC, a Georgia limited liability company, is registered with the Florida Department of State as required by law, and its status is active.
5. The mailing address for the Limited Partnership is: c/o Hallmark Group, 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339.
6. The latest date upon which the Limited Partnership is to dissolve is January 15, 2043.

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EXECUTED as of the Effective Date.

HALLMARK GROUP SERVICES OF FLORIDA, LLC, a Georgia limited liability company, as sole General Partner of Peace River Knoll Ltd.

By: Martin W. [Signature]  
Name: Martin W. [Signature]  
Title: Manager

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for Peace River Knoll Ltd., at the place designated in the Second Amended and Restated Certificate of Limited Partnership of Peace River Knoll Ltd., the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply, in such capacity, with the applicable provisions of Sections 620.105, 620.1051 and 620.192 of the Florida Statutes.

MOTOLAW, INC., a Florida corporation

By: *D. G. Shiff*  
Name: ROBERT G. SHIFF  
Title: PRESIDENT

DATED: July 23, 2003.

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