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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

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Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904)798-3700
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03 JUL 24 PM 6:00

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DIVISION OF CORPORATION

03 JUL 24 AM 8:00

LIMITED PARTNERSHIP AMENDMENT

DEBARY LTD.

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

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**SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DEBARY 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 October 6, 1983, as amended by amendment filed with the Florida Department of State on December 31, 1984, and as amended and restated by that certain Supplemental Affidavit and Amended and Restated Limited Partnership Agreement and Certificate of DeBary 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 DeBary 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: 19 South Woodberry Drive, DeBary, Florida 32713.
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 October 6, 2043.
7. The Limited Partnership Agreement is amended as noted in the attached Addendum.

[END OF PAGE]

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07-24-09 07:46 FROM-Akerman Senterfitt

904-354-4459


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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 DeBary
Ltd.

By:


Name: Martin W. Petersen
Title: Manager

09 JUL 24 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for DeBary Ltd., at the place designated in the Second Amended and Restated Certificate of Limited Partnership of DeBary 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:

R. H. SHULTZ

Name: R. H. Shultz

Title: President

DATED: July 23, 2003.

03 JUL 24 PM 5:00
FILED
CLERK OF CIRCUIT
JUDICIAL CIRCUIT
IN AND FOR
FLORIDA

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ADDENDUM

**CERTIFICATE OF AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
OF
DEBARY LTD.**

This Certificate of Amendment to Limited Partnership Agreement (this "Certificate") is executed by Hallmark Group Services of Florida, LLC, a Georgia limited liability company ("Hallmark"). Hallmark hereby certifies the following:

1. Hallmark is the general partner of DeBary Ltd., a Florida limited partnership (the "Limited Partnership").

2. Attached as Exhibit A to this Certificate is that certain Amendment to Amended and Restated Limited Partnership Agreement of DeBary Ltd. dated as of July 18, 2003 (the "Amendment").

This Certificate is being filed with the Florida Department of State for the sole purpose of satisfying certain requirements of the United States Department of Agriculture Rural Development, and neither this Certificate nor the Amendment is intended or shall be construed as superseding, amending or otherwise affecting in any way that certain Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on July 24, 2003 with respect to the Limited Partnership.

EXECUTED on November 13, 2003.

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited liability
company, as General Partner of DeBary Ltd.

By:


Martin H. Petersen, Manager

EXHIBIT A

Amendment

**AMENDMENT TO
AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT
OF DeBARY LTD.**

THIS AMENDMENT TO AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT is entered into as of the 18th day of July, 2003, by RONNIE C. DAVIS (the "Withdrawing General Partner"), HALLMARK GROUP SERVICES OF FLORIDA, LLC, a Georgia limited liability company (the "Successor General Partner") and PLANTATION ASSOCIATES, a New York limited partnership (the "Limited Partner").

WITNESSETH:

WHEREAS, DeBary Ltd. (the "Operating Partnership"), is a Florida limited partnership formed with the filing of that certain Limited Partnership Agreement and Certificate with the Secretary of State of the State of Florida on October 6, 1983 (the "Original Partnership Agreement and Certificate"); and

WHEREAS, the Original Partnership Agreement and Certificate, was amended and restated with that certain Amended and Restated Limited Partnership Agreement and Certificate of DeBary Ltd., dated November 30, 1986, filed with the Secretary of State of the State of Florida on February 13, 1989 (the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner has, by separate Assignment of General Partner Interest, transferred and assigned all of his right, title and interest as a general partner in the Operating Partnership (the "Partnership Interest") to the Successor General Partner; and

WHEREAS, the Partners desire to further amend the Partnership Agreement as set forth herein;

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby amend the Partnership Agreement as follows:

1. The Withdrawing General Partner hereby withdraws as general partner from the Partnership, and the Successor General Partner is hereby admitted as the General Partner, succeeding to all rights and interests, economic and non-economic, held by the Withdrawing General Partner. The Successor General Partner hereby assumes the responsibilities and liabilities of all covenants, representations, warranties and indemnities of the General Partner under the Partnership Agreement to the same extent and under the same terms as the Withdrawing General Partner prior to the transfer of his Partnership Interest to the Successor General Partner.

2. Section 1.3 and the first paragraph of the Partnership Agreement is hereby amended to change the principal office of the Operating Partnership to 19 South Woodberry

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Drive, DeBary, Florida 32713, or such other location or locations as may from time to time be designated by the General Partner upon due notice to the Limited Partner.

3. The first sentence of Section 1.8 of the Partnership Agreement is hereby deleted in its entirety and the following is hereby inserted in lieu thereof: "The General Partner of the Operating Partnership shall be Hallmark Group Services of Florida, LLC, a Georgia limited liability company, having its principal place of business at 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339."

4. Section 2.6 of the Partnership Agreement is hereby amended to replace "Ronnie C. Davis" with "Hallmark Group Services of Florida, LLC, a Georgia limited liability company."

5. Section 19.1 of the Partnership Agreement is hereby amended to replace "5700 S. W. 34th Street - Suite 1307, Gainesville, Florida 32608" with "3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339."

6. Schedule A attached to the Partnership Agreement is hereby deleted in its entirety, and the Schedule A attached hereto is hereby inserted in lieu thereof.

7. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Partnership Agreement.

8. Except as herein and heretofore specifically amended, the Partnership Agreement shall remain and continue in full force and effect.

9. In the event of a conflict between any provision of this Amendment and any provision in the Partnership Agreement, the provisions of this Amendment shall control.

[SIGNATURES COMMENCE ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have executed and sealed this Amendment as of the day and year first above written.

WITHDRAWING GENERAL
PARTNER:

 (SEAL)
Ronnie C. Davis

SUCCESSOR GENERAL PARTNER:

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited
liability company

By: 
Martin H. Petersen, as Manager

LIMITED PARTNERS:

The Limited Partners listed on Schedule
A attached hereto, by the General
Partner, their Attorney In Fact:

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited
liability company

By: 
Martin H. Petersen, as Manager

SCHEDULE A

<u>PARTNER AND ADDRESS</u>	<u>OWNERSHIP INTEREST</u>
GENERAL PARTNER	5.00%
Hallmark Group Services of Florida, LLC 3111 Paces Mill Road Suite A-250 Atlanta, GA 30339	
LIMITED PARTNER	95.00%
Plantation Associates c/o First Stratford Corporation 410 Jericho Turnpike Jericho, New York 11753	

REGISTERED AGENT:

The resident agent in the State for the Partnership for service of process is as follows:

Motolaw, Inc.
50 North Laura Street
Suite 2500
Jacksonville, Florida 32202