

COLLIER
ENTERPRISES
LTD.



3003 TAMiami TRAIL N., #400, NAPLES, FL 34103/PHONE 941/261-4455

A 19561

December 28, 2001

Via Federal Express

Secretary of State
Division of Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

Re: **CFS I - Pavilion, Ltd.**

Dear Madam Secretary:

Enclosed for filing is the original Third Amended and Restated Certificate of Limited Partnership along with our check in the amount of \$105.00, which represents the filing fee of \$52.50 and a certified copy fee of \$52.50.

I am further enclosing a copy of the Third Amended and Restated Certificate of Limited Partnership for you to certify. Please return the certified copy of this Amendment to the undersigned.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

Kathleen Singer
Legal Assistant to
Terry L. Flora, Esq.

Enclosure

cc: Terry L. Flora, Esq.
Robert Corina

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*amended &
restated*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP OF
CFS I - PAVILION, LTD.

The undersigned sole General Partner of CFS I - Pavilion, Ltd., a Florida limited partnership, desiring to adopt a Third Amended and Restated Certificate of Limited Partnership of CFS I - Pavilion, Ltd. (the "Third Amended and Restated Certificate") pursuant to Sections 620.108 and 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), restating the Certificate and Agreement of Limited Partnership of CFS I - Pavilion, Ltd., which was filed with the Florida Secretary of State on March 27, 1985 and which was subsequently amended and restated in the Amended and Restated Certificate of Limited Partnership filed with the Florida Secretary of State on April 29, 1985, and which was subsequently amended and restated in the Second Amended and Restated Certificate of Limited Partnership filed with the Florida Secretary of State on September 22, 1987, hereby states the following:

1. The name of the Partnership is CFS I - Pavilion, Ltd.
2. The address of the office of the Partnership is c/o Collier Financial Services, Inc., 3003 Tamiami Trail North, Suite 400, Naples, Florida 34103.
3. The name and address of the agent for service of process on the Partnership is Terry L. Flora, 3003 Tamiami Trail North, Suite 400, Naples, Florida 34103.
4. The name and business address of the General Partner is as follows:

Collier Financial Services, Inc.
3003 Tamiami Trail North
Suite 400
Naples, Florida 34103
5. The mailing address of the Partnership is c/o Collier Financial Services, Inc., 3003 Tamiami Trail North, Suite 400, Naples, Florida 33940.
6. The latest date upon which the Partnership shall dissolve and terminate is December 31, 2006.
7. This Third Amended and Restated Certificate of Limited Partnership shall be effective upon the date of its filing with the Florida Secretary of State.
8. A conveyance of real property held in the Partnership name and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by Collier Financial Services, Inc.

This Third Amended and Restated Certificate is duly executed and is being filed in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986). The Third Amended and Restated Certificate is intended to supersede all prior Certificates of Limited Partnership filed by the Partnership and, including any further amendment or changes made thereby, shall be the Certificate of Limited Partnership of the Partnership, but the original effective date of formation shall remain unchanged.

The execution of this Third Amended and Restated Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Third Amended and Restated Certificate has been executed by the sole General Partner of CFS I - Pavilion, Ltd. this 20 day of December, 2001.

COLLIER FINANCIAL SERVICES, INC., a
Florida corporation, General Partner:

By:

Thomas J. Flood
Thomas J. Flood, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

I, HEREBY CERTIFY that on this day personally appeared before me Thomas J. Flood, the President of Collier Financial Services, Inc., the General Partner of CFS I - Pavilion, Ltd., a Florida limited partnership, known to me to be the individual herein described and who did certify and swear to me that he executed the foregoing Third Amended and Restated Certificate of Limited Partnership of the CFS I - Pavilion, Ltd. as President of the General Partner for the purposes therein stated.

WITNESS my hand and official seal in Collier County, Florida, this 20 day of December, 2001.

(SEAL)

Kathleen Singer
Notary Public

Kathleen Singer

Printed Name of Notary Public

Commission Expiration Date



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CFS I - Pavilion, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Third Amended and Restated Certificate of Limited Partnership, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT



Terry L. Flora, Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Thomas J. Flood, the President of Collier Financial Services, Inc., the sole General Partner of CFS I - Pavilion, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by its Limited Partners is \$2,800,000.00. The Partnership does not anticipate that the Limited Partners will make additional capital contributions to the Partnership.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

COLLIER FINANCIAL SERVICES, INC., a
Florida corporation, General Partner

By: Thomas J. Flood
Thomas J. Flood, President
Date: December 20, 2001

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared Thomas J. Flood, President of Collier Financial Services, Inc., the General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20 day of December, 2001.

(SEAL)

Kathleen Singer
Notary Public

Kathleen Singer

Printed Name of Notary Public

Commission Expires

