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DIVISION OF CORPORATION
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J. BRYAN FEB 10 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Exchange Building, Ltd.
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

M. Julian Proctor, Jr.
(Contact Person)

Ausley & McMullen
(Firm/Company)

227 South Calhoun Street
(Address)

Tallahassee, Florida 32301
(City, State and Zip Code)

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For further information concerning this matter, please call:

Adrienne Francis * at (850) 425-5482
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

* Please telephone when certified copy is ready and hold for pick-up.

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
EXCHANGE BUILDING, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

The undersigned General Partner of Exchange Building Ltd., desiring to amend and restate the original Certificate of Limited Partnership filed with the Secretary of State on May 29, 1985 (the "Original Certificate"), and all subsequent amendments thereto, hereby state the following:

1. The name of the limited partnership is Exchange Building, Ltd. (the "Partnership").

2. The mailing address and principal place of business of the Partnership is 2065 Thomasville Road, Tallahassee, Florida 32308.

3. The name and address of the Registered Agent for the Partnership is Robert A. Pierce, 227 South Calhoun Street, Tallahassee, Florida 32301.

4. The name and business address of the General Partner are:

Exchange Building GP, LLC #L06000014443
2065 Thomasville Road
Tallahassee, Florida 32308

5. The latest date upon which the Partnership shall dissolve is May 29, 2035.

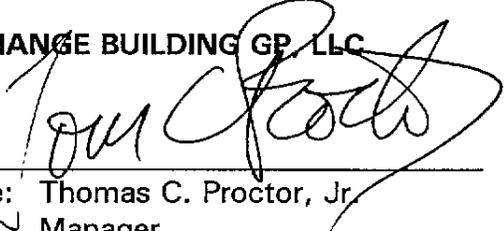
6. The effective date of this Amended and Restated Certificate of Limited Partnership shall be upon filing.

7. This Amended and Restated Certificate of Limited Partnership amends the Original Certificate and all subsequent amendments by (a) removing all unnecessary and extraneous information from the certificate; (b) removing Wilton R. Miller as General Partner; (c) adding Exchange Building GP, LLC as the General Partner; and (d) changing the name and address of the Registered Agent.

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

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by all the General Partners of Exchange Building, Ltd. on this 10th day of February, 2006, and will be filed in accordance with Section 620.1202, Florida Statutes.

EXCHANGE BUILDING GP, LLC

By: 
Name: Thomas C. Proctor, Jr.
Title: Manager

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