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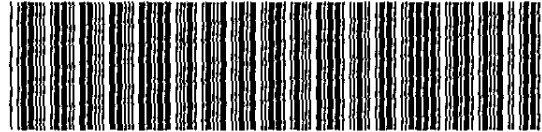
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787434 161599A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 105.00

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STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 1, 2004

ORDER TIME : 11:18 AM

ORDER NO. : 787434-010

CUSTOMER NO: 161599A

CUSTOMER: Jeffrey J. Wolfe, Esq.  
Daryl Cramer & Associates, PA  
Suite 508  
3801 Pga Boulevard  
Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME: GOLDEN VISTA APARTMENTS, LTD.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GOLDEN VISTA APARTMENTS, LTD.**

FILED  
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TALLAHASSEE, FLORIDA

Pursuant to Section 620.109, Florida Statutes, **GOLDEN VISTA APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Amended and Restated Certificate of Limited Partnership originally filed with the Florida Department of State on December 30, 1997, as follows:

1. The name of the limited partnership is "Golden Vista Apartments, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2054.
7. The name and business address of the general partner is as follows:

Golden Vista General Partner, Inc.  
c/o Daryl Cramer & Associates, P.A.  
3801 PGA Boulevard, Suite 508  
Palm Beach Gardens, Florida 33410-2758

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*I hereby accept the 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

DARYL CRAMER & ASSOCIATES, P.A.

By: 

Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 30 day of June, 2004 and is being filed in accordance with Section 620.109, Florida Statutes.

GOLDEN VISTA GENERAL PARTNER, INC.,  
as General Partner

By: 

Fabrizio Lucchese, President