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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

NORTHGATE PLACE APARTMENTS, LTD.

Certificate of Status	0
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30

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHGATE PLACE APARTMENTS, LTD.**

Pursuant to Section 620.1202, Florida Statutes, **NORTHGATE PLACE APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate of Limited Partnership originally filed with the Florida Department of State on July 23, 2003, as follows:

1. The name of the limited partnership is "Northgate Place Apartments, Ltd."
2. The business address of the limited partnership is 4300 Atoll Court, Naples, Florida 34116.
3. The name of the registered agent for service of process is Harris Cramer LLP.
4. The Florida street address for the registered agent is Harris Cramer LLP, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.
5. The mailing address of the limited partnership is c/o Harris Cramer LLP, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.
6. The name and business address of the general partner is as follows:

Northgate General Partner, Inc.
 c/o Harris Cramer LLP
 1555 Palm Beach Lakes Boulevard
 Suite 310
 West Palm Beach, Florida 33401.

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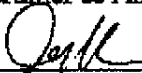
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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

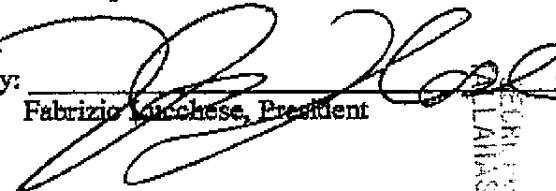
HARRIS CRAMER LLP

By: Daryl Cramer & Associates, P.A., Partner

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 16th day of January, 2006 and is being filed in accordance with Section 620.1202, Florida Statutes.

NORTHGATE GENERAL PARTNER, INC. a
Florida corporation, as General Partner

By: 
Fabrizio Lucchese, President

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