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FILED
STATE
DIVISION OF CORPORATIONS
00 MAR -2 PM 4:41

ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Piggitt

ORDER DATE : March 2, 2000

ORDER TIME : 1:20 PM

ORDER NO. : 609170-170

100003155131--9

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: HIGHLAND OAKS PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
00 MAR -2 PM 2:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

BK
3/2/00

**AMENDMENT TO AMENDED & RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
HIGHLAND OAKS PARTNERS, LTD.**

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Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partners of HIGHLAND OAKS PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is HIGHLAND OAKS PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was April 6, 1990 and the filing date of the Amended and Restated Certificate of Limited Partnership of the Partnership was September 12, 1991.
3. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 3 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Highland Oaks Partners, Ltd. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES
OF CENTRAL FLORIDA, INC., a
Florida corporation**

By: _____

Jarice C. Myers,
Vice President

Executed effective as of the 10 day of Feb, 2000.

GENERAL PARTNERS:

CED CAPITAL HOLDINGS I, LTD., a Florida limited partnership

By: **CED CONSTRUCTION, INC.,** a Florida corporation, its managing general partner

By: _____

Michael J. Sciarrino, President

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