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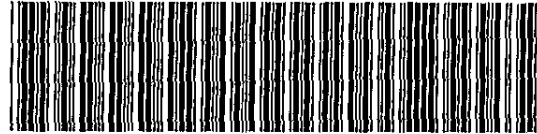
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Dennis M. Solomon, P.A.

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1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406

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March 29, 2005

Via FedEx (Tel. No. 850/245-6052)

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

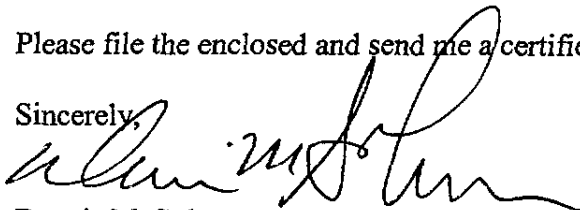
Re: Filing Amended and Restated Certificate of Limited Partnership of
Devonshire Associates, Ltd.

Dear Sir or Madam,

I am submitting for filing the enclosed Amended and Restated Certificate of Limited Partnership of Devonshire Associates, Ltd. and a check for filing and for a certified copy, in the amount of \$105.00 payable to the Secretary of State. There was no increase in capital.

Please file the enclosed and send me a certified copy. Thank you.

Sincerely,



Dennis M. Solomon

Enc.

SecretaryStateFL 05-048

FILED
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TALLAHASSEE, FL

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DEVONSHIRE ASSOCIATES, LTD.

The undersigned hereby executes and files this Amended and Restated Certificate of Limited Partnership ("Certificate") with the Department of State, State of Florida with respect to Devonshire Associates, Ltd. ("Limited Partnership") pursuant to Florida Statute 620.109, 1993, as amended. A certificate of limited partnership was filed for the Partnership (formerly known as Devonshire Associates Limited Partnership) with the Department of State, State of Florida on November 14, 1990 with accompanying affidavit (the "Original Certificate") as the same may have thereafter been amended.

The undersigned Managing General Partner of the Partnership desires to amend and restate the Original Certificate, as amended, as set forth herein, so that after the filing hereof, this Certificate shall be effective as the Amended and Restated Certificate of Limited Partnership for Devonshire Associates, Ltd.

1. **NAME OF LIMITED PARTNERSHIP.** The name of the limited partnership is Devonshire Associates, Ltd.

2. **ADDRESS OF THE OFFICE AND NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS REQUIRED BY S. 620.105, F.S.**

A. The address of the office is 1601 Belvedere Road, Suite 407 South, West Palm Beach, FL 33406.

B. The name and address of the agent for service of process on the limited partnership is WAM Management I, Inc., 1601 Belvedere Road, Suite 407 South, West Palm Beach, FL 33406.

3. **NAME AND ADDRESS OF EACH GENERAL PARTNER.** The name and address of each general partner is:

Devonshire Life Care Associates, Ltd.
1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406
Attn: William A. Meyer

WAM Life Care Associates, Ltd.
1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406
Attn: William A. Meyer

WAM Life Care Associates, Ltd. is admitted as a general partner in the Partnership and

Creative Trust Limited Partnership has withdrawn as a general partner in the Partnership.

4. **MAILING ADDRESS FOR THE LIMITED PARTNERSHIP.** The mailing address of the Limited Partnership is 1601 Belvedere Road, Suite 407, West Palm Beach, FL 33406.

5. **LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO DISSOLVE.** The latest date upon which the limited partnership is to dissolve is December 31, 2046 as set forth in Section 1.06 b. of the Second Amended and Restated Limited Partnership Agreement.

IN WITNESS WHEREOF, we have executed this Certificate as of the 28 day of March, 2005

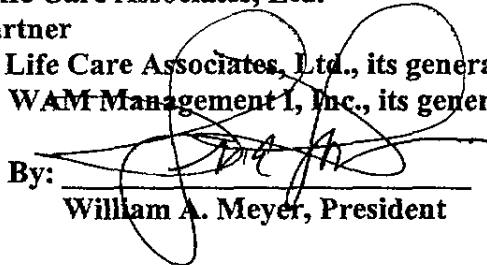
Managing General Partner:

Devonshire Life Care Associates, Ltd.

Its general partner

By: WAM Life Care Associates, Ltd., its general partner

By: WAM Management I, Inc., its general partner

**By: 
William A. Meyer, President**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA