



THE UNITED STATES
CORPORATION
COMPANY

A92000000048

ACCOUNT NO. : 072100000032

REFERENCE : 732207 4381472

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 113.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR - 6 PM 4:13

ORDER DATE : March 6, 1998

ORDER TIME : 3:03 PM

ORDER NO. : 732207-005

CUSTOMER NO: 4381472

700002449577--5

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

DOMESTIC AMENDMENT FILING

NAME: SMUGGLERS COVE PARTNERS, LTD.

EFFECTIVE DATE:

**FILE FIRST

ARTICLES OF AMENDMENT
XX RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

BP
8
3/6/98
BP

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JEANNE K. DAMIRGIAN
LOUIS WHITEHEAD, III

FILED STATES
SECRETARY OF CORPORATIONS
MAR 6 PM 1:13
Not Admitted to Practice

March 5, 1998

BUCK-

FYI

FEDERAL EXPRESS

Ms. Lori Dunlap
CSC The United States Corporation Company
1201 Hayes Street
Tallahassee, Florida 32301

RE: **SMUGGLERS COVE PARTNERS, LTD.**
OUR FILE NO. 13212-0004

Dear Lori:

Enclosed is an original Amended and Restated Certificate of Limited Partnership of Smugglers Cove Partners, Ltd. (the "Partnership") dated March 4, 1998 (the "Certificate"). Also enclosed is an original Supplemental Affidavit of Capital Contributions of the Partnership dated March 4, 1998 (the "Affidavit"). As I discussed with Kathy Drake of your office, the remaining signatures on the Certificate and the Affidavit are being forwarded to you under separate cover from Heritage Partners Group, Inc. and Neal Harding. You should also receive a check from Heritage in the amount of \$1,750.00 representing the filing fee for the Affidavit.

Please assemble all original signatures pages for each document, and file first the Certificate and then the Affidavit with the Florida Department of State. Please return to me a certified copy of the Amendment, a filed copy of the Affidavit, and a Certificate of Good Standing for the Partnership, via facsimile transmission and overnight mail. Please advance all fees and costs you not otherwise provided to accomplish these requests. Our CSC Networks account number is 4381472.

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF

SMUGGLERS COVE PARTNERS, LTD.

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

1. The name of the Partnership is SMUGGLERS COVE PARTNERS, LTD.

2. The date of the filing of the original Certificate of Limited Partnership was October 14, 1992 (the "Certificate").

3. The address of the office where records shall be kept is 450 Challenger Road, Cape Canaveral, Florida 32920.

4. The Michael name and address of the registered agent for service of process is Jacqueline McPhillips, 450 Challenger Road, Cape Canaveral, Florida 32920.

5. The names and business addresses of the General Partners are:

HERITAGE PARTNERS GROUP, INC., a Florida corporation
450 Challenger Road
Cape Canaveral, Florida 32920

NEAL F. HARDING, individually
2509 Plantside Drive
Louisville, Kentucky 40299

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDA, INC., a Florida
not-for-profit corporation
2730 S.W. 3rd Avenue, Suite 202
Miami, Florida 33129

6. The initial mailing address of the limited partnership is 450 Challenger Road, Cape Canaveral, Florida 32920.

7. The latest date upon which the Partnership is to dissolve shall be December 31, 2041.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 4:13

4/4 The undersigned have hereunto set their hands and seals this day of March, 1998.

EXISTING GENERAL PARTNERS:

HERITAGE PARTNERS GROUP, INC.,
a Florida corporation

By: Michael McPhillips
Michael ~~McPhillips~~ McPhillips
Vice President

NEAL F. HARDING, individually

INCOMING GENERAL PARTNER:

AFFORDABLE HOUSING SOLUTIONS
FOR FLORIDA, INC., a Florida
not-for-profit corporation

By: Barry G. Haiman
Barry G. Haiman
Executive Director

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2. The date of the filing of the original Certificate of Limited Partnership was October 14, 1992 (the "Certificate").
3. The address of the office where records shall be kept is 450 Challenger Road, Cape Canaveral, Florida 32920.
4. Michael ~~the name~~ and address of the registered agent for service of process is ~~Jacqueline~~ McPhillips, 450 Challenger Road, Cape Canaveral, Florida 32920.
5. The names and business addresses of the General Partners are:

HERITAGE PARTNERS GROUP, INC., a Florida corporation
450 Challenger Road
Cape Canaveral, Florida 32920

NEAL F. HARDING, individually
2509 Plantside Drive
Louisville, Kentucky 40299

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDA, INC., a Florida
not-for-profit corporation
2730 S.W. 3rd Avenue, Suite 202
Miami, Florida 33129

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DIVISION OF CORPORATIONS
98 MAR -6 PM 4:13

03/05/98

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HERITAGE CO

005

The undersigned have hereunto set their hands and seals this
day of March, 1998.

EXISTING GENERAL PARTNERS:

HERITAGE PARTNERS GROUP, INC.,
a Florida corporation

By: Jacqueline McPhillips
President

NEAL F. HARDING, individually

Neal F. Harding

INCOMING GENERAL PARTNER:

AFFORDABLE HOUSING SOLUTIONS
FOR FLORIDA, INC., a Florida
not-for-profit corporation

By: Barry G. Haitan
Executive Director

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OF

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1. The name of the Partnership is SMUGGLERS COVE PARTNERS, LTD.

2. The date of the filing of the original Certificate of Limited Partnership was October 14, 1992 (the "Certificate").

3. The address of the office where records shall be kept is 450 Challenger Road, Cape Canaveral, Florida 32920.

4. The name and address of the registered agent for service of process is Michael Jacqueline McPhillips, 450 Challenger Road, Cape Canaveral, Florida 32920.

5. The names and business addresses of the General Partners are:

HERITAGE PARTNERS GROUP, INC., a Florida corporation
450 Challenger Road
Cape Canaveral, Florida 32920

NEAL F. HARDING, individually
2509 Plantside Drive
Louisville, Kentucky 40299

AFFORDABLE HOUSING SOLUTIONS FOR FLORIDA, INC., a Florida
not-for-profit corporation
2730 S.W. 3rd Avenue, Suite 202
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EXISTING GENERAL PARTNERS:

HERITAGE PARTNERS GROUP, INC.,
a Florida corporation

By: Jacqueline McPhillips
President

NEAL F. HARDING, individually

INCOMING GENERAL PARTNER:

AFFORDABLE HOUSING SOLUTIONS
FOR FLORIDA, INC., a Florida
not-for-profit corporation

By: Barry G. Haiman
Barry G. Haiman
Executive Director

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