

A930000000236



ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION : Patricia Pignotti

COST LIMIT : \$ 52.50

ORDER DATE : March 2, 2000

ORDER TIME : 11:34 AM

ORDER NO. : 609170-060

400003154924-5

CUSTOMER NO: 4381472

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

DOMESTIC AMENDMENT FILING

NAME: CED CAPITAL HOLDINGS II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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: _____

FILED
00 MAR -2 AM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR -2 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
CED CAPITAL HOLDINGS II, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partner of CED CAPITAL HOLDINGS II, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is CED CAPITAL HOLDINGS II, LTD. A93 - 236
2. The date of the filing of the original certificate of limited partnership of the Partnership was March 1, 1993.
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 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CED Capital Holdings II, 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: _____

Janice Myers,
Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -2 AM 2:45

FILED

Executed effective as of the 28 day of Feb, 2000.

GENERAL PARTNER:

CED CONSTRUCTION, INC., a Florida corporation

By: _____

Michael J. Sciarrino, President

M134