

07-24-03

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Division of Corporations

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From: Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
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DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT

ROSEMONT MANOR LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROSEMONT MANOR LTD.**

This Amended and Restated Certificate of Limited Partnership (this "Amended Certificate") is duly executed and is being filed with the Florida Department of State in accordance with the provisions of Section 620.109 of the Florida Statutes. This Amended Certificate amends and restates and supersedes, in its entirety, that certain Certificate of Limited Partnership Agreement of Rosemont Manor Ltd., filed with the Florida Department of State on August 26, 1993. This Amended Certificate shall be effective upon the date of the filing thereof with the Florida Department of State (the "Effective Date").

1. The name of the Limited Partnership is Rosemont Manor Ltd.
2. The address of the office of the Limited Partnership required to be maintained by Section 620.105(1) of the Florida Statutes is: 1801 North County Road, 19A, Eustis, Florida 32726.
3. The name and address of the Limited Partnership's agent for service of process required to be maintained by Section 620.105(2) of the Florida Statutes is: Motolaw, Inc., at 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.
4. The name and business address of the sole General Partner of the Limited Partnership is: Hallmark Group Services of Florida, LLC at 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339. Hallmark Group Services of Florida, LLC, a Georgia limited liability company, is registered with the Florida Department of State as required by law, and its status is active.
5. The mailing address for the Limited Partnership is: c/o Hallmark Group, 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2045.

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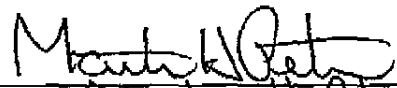
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EXECUTED as of the Effective Date.

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited liability
company, as sole General Partner of
Rosemont Manor Ltd.

By:


Name: Martin H. Petersen
Title: Manager

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for Rosemont Manor Ltd., at the place designated in the Amended and Restated Certificate of Limited Partnership of Rosemont Manor Ltd., the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply, in such capacity, with the applicable provisions of Sections 620.105, 620.1051 and 620.192 of the Florida Statutes.

MOTOLAW, T.C.

By: DETG. Shults
Name: ROSEMONA SHULTS
Title: President

DATED: July 23, 2003.

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