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(Requestor's Name)

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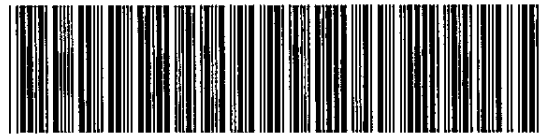
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787434 161599A

AUTHORIZATION : Patricia Knight

COST LIMIT : \$ 105.00

04 JUL - 1 PM 3:05
TALLAHASSEE, FLORIDA

ORDER DATE : July 1, 2004

ORDER TIME : 11:17 AM

ORDER NO. : 787434-005

CUSTOMER NO: 161599A

CUSTOMER: Jeffrey J. Wolfe, Esq.
Daryl Cramer & Associates, Pa
Suite 508
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME: GOLDEN VISTA FINANCING
PARTNERSHIP, LTD.

EFFECTIVE DATE:

XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDEN VISTA FINANCING PARTNERSHIP, LTD.**

04 JUL -1 PM 5:00
FILED
CLERK OF COURT
JUL 1 1993

Pursuant to Section 620.109, Florida Statutes, **GOLDEN VISTA FINANCING PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate of Limited Partnership originally filed with the Florida Department of State on October 20, 1993, as follows:

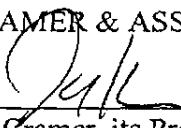
1. The name of the limited partnership is "Golden Vista Financing Partnership, Ltd."
2. The business address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
3. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
4. The Florida street address for the registered agent is Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
5. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2054.
7. The name and business address of the general partner is as follows:

Golden Vista Financing G.P., Inc.
c/o Daryl Cramer & Associates, P.A.
3801 PGA Boulevard, Suite 508
Palm Beach Gardens, Florida 33410-2758

PO4000089465


I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DARYL CRAMER & ASSOCIATES, P.A.

By: 
Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 30th day of June, 2004 and is being filed in accordance with Section 620.109, Florida Statutes.

GOLDEN VISTA FINANCING G.P., INC.,
as General Partner

By: 
Fabrizio Lucchese, President