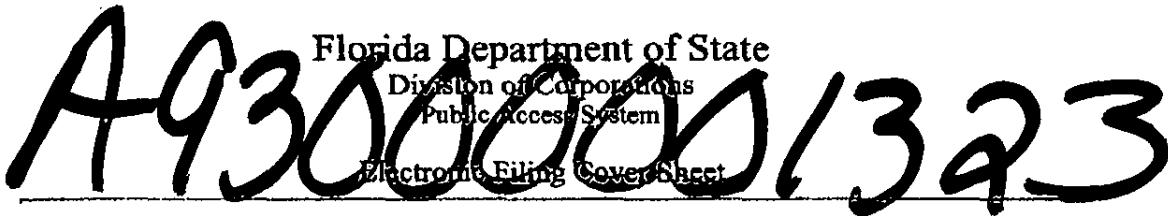


Division of Corporations

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Fax Number : (850) 617-6383

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

Attn: Tami Passley

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TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

MARINER'S COVE APARTMENTS ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

D. BRUCE

OCT 07 2008

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARINER'S COVE APARTMENTS ASSOCIATES, LTD.**

The undersigned, being a General Partner of Mariner's Cove Apartments Associates, Ltd., a Florida limited partnership (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.1202, Florida Statutes, hereby adopts this Amended and Restated Certificate of Limited Partnership.

FIRST: The name of the Partnership is Mariner's Cove Apartments Associates, Ltd.

SECOND: The Partnership's initial certificate of limited partnership was filed on December 1, 1993 under Document Number A93000001323.

THIRD: The Partnership's certificate of limited partnership is hereby amended and restated in its entirety as follows:

1. **Name.** The name of the limited partnership is Mariner's Cove Apartments Associates, Ltd. (the "Partnership").

2. **Initial Designated Office.** The street and mailing address of the initial designated office of the Partnership is 501 North Magnolia Avenue, Orlando, Florida 32801.

3. **Registered Agent.** The name of the Partnership's initial registered agent is E. Vogt and his street address is 501 North Magnolia Avenue, Orlando, Florida 32801.

4. **Names and Business Addresses of the General Partners.** The names and business addresses of the general partners of the Partnership are:

BRM Southeast Mariner's Cove GP, LLC,
a Florida limited liability company
501 North Magnolia Avenue
Orlando, Florida 32801

Solutions Mariner, Inc.,
a Florida corporation
1840 Coral Way, Suite 200
Miami, Florida 33145

Advanced Housing Corporation - Mariner, Inc.,
a Florida corporation
1840 Coral Way, Suite 200
Miami, Florida 33145

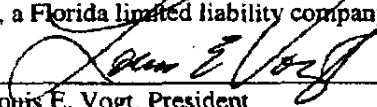
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IN WITNESS WHEREOF, the undersigned general partner of the Partnership has executed this Amended and Restated Certificate of Limited Partnership as of the 6th day of October, 2008.

BRM SOUTHEAST MARINER'S COVE GP,
LLC, a Florida limited liability company

By: 
Louis E. Vogt, President

ACCEPTANCE OF REGISTERED AGENT

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.


LOUIS E. VOGT

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