

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWE BLDG.  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

A94000000797

CONTACT: CINDY HICKS

DATE: 12-11-01

REF. #: 0174.

CORP. NAME: Sunrise Towers, LTD.

FILED  
01 DEC 11 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

BK

100004718491--51

12/11/01--01005--007

\*\*\*105.00 \*\*\*105.00

STATE FEES PREPAID WITH CHECK# 500934 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

RECEIVED  
01 DEC 11 AM 10:11

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP

SUNRISE TOWERS, LTD.,  
a Florida limited partnership

01 DEC 11 PM 12:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 820 of the Florida Statutes, the undersigned, the General Partner of SUNRISE TOWERS, LTD., a Florida limited partnership ("Partnership"), whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on June 10, 1994, hereby amends and restates said Certificate of Limited Partnership, of said Partnership, to wit:

1. The name of the Partnership is:

SUNRISE TOWERS, LTD.

2. The mailing address of the Partnership is:

Sunrise Towers  
2835 Central Avenue  
Ft. Myers, Florida 33901

3. The principal office address of the Partnership is:

Sunrise Towers  
2835 Central Avenue  
Ft. Myers, Florida 33901

4. The name and address of the registered agent of the Partnership is:

Linda K. Steele  
2835 Central Avenue  
Ft. Myers, Florida 33901

5. The name and address of the General Partner of the Partnership is:

Brookside Properties, Inc.,  
an Ohio corporation  
3775 Wales Avenue, Suite 2  
Massillon, Ohio 44646

F01000006267

6. Unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement, the latest date upon which the Partnership shall dissolve is: March 1, 2015
7. The effective date of this Amended and Restated Certificate of Limited Partnership shall be the effective date of the filing of this Amended and Restated Certificate of Limited Partnership with the Department of State.

The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by BROOKSIDE PROPERTIES, INC., an Ohio corporation, General Partner of SUNRISE TOWERS, LTD., a Florida limited partnership, this 6 day of DECEMBER, 2001.

WITNESSES:

SUNRISE TOWERS, LTD.,  
a Florida limited partnership

By: BROOKSIDE PROPERTIES, INC.,  
a Florida corporation

Dennis Krip  
Shawn Tager

By: Garry Oakes

President

"GENERAL PARTNER"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SUNRISE TOWERS, LTD.,  
a Florida limited partnership

Having been named to accept service of process for SUNRISE TOWERS, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 12/07/2001

  
Linda K. Steele

"REGISTERED AGENT"

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