

A96000000031



THE UNITED STATES
CORPORATION
COMPANY

00789-01064-02236-00671

ACCOUNT NO. : 072100000032

REFERENCE : 078343 4320229

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 078343-005

CUSTOMER NO: 4320229

CUSTOMER: Bradley J. Denson, Esq
Kilpatrick Stockton, LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

98 DEC 24 AM 8:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: ZOM AMBERLY, LTD.

400002721944-9
-12/24/98-01057-002
*****52.50 *****52.50

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: Janice Vanderslice

EXAMINER'S INITIALS:

98 DEC 24 AM 11:30

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Name	MAH
Availability	MAH
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Acknowledgement	MAH
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ZOM AMBERLY, LTD.
Ref. Number: A96000000031

We have received your document for ZOM AMBERLY, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on January 4, 1996. Please amend your document accordingly.

Please entitle your document "Amended and Restated Certificate of Limited Partnership."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 798A00060505

RECEIVED
DEC 29 PM 3:31
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZOM AMBERLY, LTD.

The undersigned, being the general partner of ZOM AMBERLY, LTD., a Florida limited partnership, does hereby execute this Amended Certificate of Limited Partnership and does hereby affirm under penalty of perjury that the facts stated here and below are true:

1. The name of the limited partnership is The Hamptons at Amberly, Ltd., and the date of filing of its original certificate is January 4, 1996.
2. The address of the recordkeeping office of the limited partnership is 601 13th Street, N.W., Suite 450 North, Washington, D.C. 20005.
3. The name and address of the registered agent for service of process on the limited partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. The name and business address of the general partner is ING U.S. - Residential Fund, Inc., a Delaware corporation qualified to do business in the State of Florida, 601 13th Street, N.W., Suite 450 North, Washington, D.C. 20005, Attn: A. Wilhelm Veenhuysen.
5. The mailing address for the limited partnership is 601 13th Street, N.W., Suite 450 North, Washington, D.C. 20005
6. The latest date upon which the limited partnership is to be dissolved is December 16, 2049.

IN WITNESS WHEREOF, the undersigneds have executed this Amended Certificate of Limited Partnership this 22nd day of December, 1998.

ATTEST:

By: _____

Name: Jeffrey R. Dwyer
Title: Corporate Secretary

ING U.S. - RESIDENTIAL FUND, INC.

By: _____

Name: A. Wilhelm Veenhuysen
Title: Executive Vice President
as general partner

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