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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
HERON PARK PARTNERS, LTD.**

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**AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERON PARK PARTNERS, LTD.**

Pursuant to Section 620.1202, Florida Statutes, the Certificate of Limited Partnership of Heron Park Partners, Ltd. (the "Partnership"), originally filed on January 17, 1996, as amended on March 2, 2000, and as further amended on September 22, 2000 (collectively, the "Certificate of Limited Partnership"), is amended as follows:

1. The name of the Partnership is Heron Park Partners, Ltd.
2. The date of filing the original Certificate of Limited Partnership of the Partnership was January 17, 1996.
3. Section 2 of the Certificate of Limited Partnership is hereby amended and replaced in its entirety to read as follows:

"2. The address of the office where records will be kept is c/o Waypoint Residential Management Services, 7284 West Palmetto Road, Suite 201, Boca Raton, Florida 33433. The name and address of the registered agent for service of process is CT Corporation System, whose address is 1200 South Pine Island Road, Suite 250, Plantation, Florida 33324."

4. Waypoint Naples GP, LLC, a Delaware limited liability company (the "New General Partner") is substituted as the general partner of the Partnership, replacing the existing general partner ("Existing General Partner"). Section 3 of the Certificate of Limited Partnership is hereby amended and replaced in its entirety to read as follows:

- "3. The name and business address of the general partner is:

Waypoint Naples GP, LLC
Three Pickwick Plaza
4th Floor
Greenwich, CT 06830"

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5. Section 4 of the Certificate of Limited Partnership is hereby amended and replaced in its entirety to read as follows:

"4. The street address and the mailing address of the limited partnership is 7284 West Palmetto Road, Suite 201, Boca Raton, Florida 33433."

6. The foregoing amendment shall become effective when filed with the Secretary of State of the State of Florida.

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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IN WITNESS WHEREOF, the undersigned parties have executed this Amendment this 1st day of August, 2014.

EXISTING GENERAL PARTNER:

FL BOND CAPITAL HOLDINGS 96, LTD., a Florida limited partnership

By: CED CONSTRUCTION, INC., a Florida corporation, its managing general partner

By: 
Brian Spear, Vice President

NEW GENERAL PARTNER:

WAYPOINT NAPLES GP, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

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IN WITNESS WHEREOF, the undersigned parties have executed this Amendment this 1st day of August, 2014.

EXISTING GENERAL PARTNER:

FL BOND CAPITAL HOLDINGS 96, LTD., a Florida limited partnership

By: **CEB CONSTRUCTION, INC.,** a Florida corporation, its managing general partner

By: _____
Brian Spear, Vice President

NEW GENERAL PARTNER:

WAYPOINT NAPLES GP, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____
LINDA LEWIS
AUTHORIZED SIGNATORY

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Partnership named above, to accept service of process at the place designated in this Amendment to the Certificate of Limited Partnership, and to comply with the provisions of the Florida Revised Uniform Limited Partnership Act of 2005, and hereby acknowledges that the undersigned is familiar with, and accepts the obligations of such position.

CT CORPORATION SYSTEM

Dated: July 31, 2014By: Name: Madonna CuddihyTitle: Special Assistant Secretary

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