

FROM EDWARDS COHEN
Division of Corporations

(TUE) NOV 8 2005 15:31/ST. 15:31/NO. 6238717759 P 1
Page 1 of 1

A960000001353

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

A96-1353

LIMITED PARTNERSHIP AMENDMENT

ROSEMONT MANOR II LTD.

SECRETARY OF STATE
TALLAHASSEE - FLORIDA

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Certificate of Status	0
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROSEMONT MANOR II LTD.**

This Amended and Restated Certificate of Limited Partnership (this "Amended Certificate") is duly executed and is being filed with the Florida Department of State in accordance with the provisions of Section 620.109 of the Florida Statutes. This Amended Certificate amends and restates and supersedes, in its entirety, the Certificate of Limited Partnership filed with the Florida Department of State on July 19, 1996, as amended by Amendment to Certificate of Limited Partnership of Rosemont Manor II Ltd. filed with the Florida Department of State on May 3, 2004. This Amended Certificate shall be effective upon the date of the filing thereof with the Florida Department of State (the "Effective Date").

1. The name of the Limited Partnership is Rosemont Manor II Ltd.
2. The address of the office of the Limited Partnership required to be maintained by Section 620.105(1) of the Florida Statutes is: 4040 Newberry Road, Suite 1000, Gainesville, Florida 32607.
3. The name and address of the Limited Partnership's agent for service of process required to be maintained by Section 620.105(2) of the Florida Statutes is: Susan Adams, 4040 Newberry Road, Suite 1000, Gainesville, Florida 32607.
4. The name and business address of the sole General Partner of the Limited Partnership is: Hallmark Group Services of Florida, LLC at 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339. Hallmark Group Services of Florida, LLC, a Georgia limited liability company, is registered with the Florida Department of State as required by law, and its status is active.
5. The mailing address for the Limited Partnership is: 4040 Newberry Road, Suite 1000, Gainesville, Florida 32607.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2040.

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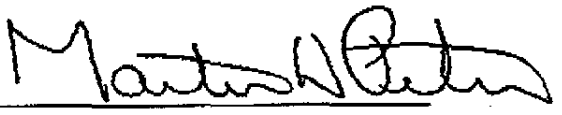
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EXECUTED as of the Effective Date.

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited liability
company, as sole General Partner of
Rosemont Manor II Ltd.

By:

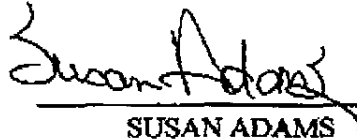


Martin H. Petersen, Manager

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for Rosemont Manor II Ltd., at the place designated in the Amended and Restated Certificate of Limited Partnership of Rosemont Manor II Ltd., the undersigned hereby accepts to act in this capacity, and agrees to comply, in such capacity, with the applicable provisions of Sections 620.105, 620.1051 and 620.192 of the Florida Statutes.


SUSAN ADAMS

DATED: 10/24, 2005.