



A97000000335

ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 52.50

ORDER DATE : March 2, 2000

ORDER TIME : 1:37 PM

ORDER NO. : 609170-200

800003155148--6

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: MT. ZION ROAD PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION *B/K*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING *3/2/00*

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -2 PM 3:16



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 2000

DARLENE WARD
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MT. ZION ROAD PARTNERS, LTD.
Ref. Number: A97000000335

RESUBMIT
Please give original
submission date as file date.

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
00 MAR -2 PM 3:16

We have received your document for MT. ZION ROAD PARTNERS, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

On our records, CED CAPITAL HOLDINGS VII, LTD. is listed as the general partner for MT. ZION ROAD PARTNERS, LTD.

But on our records CED CONSTRUCTION, INC. is not listed as a general partner for CED CAPITAL HOLDINGS VII, LTD.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 000A000119

RECEIVED
00 MAR -7 AM 9:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
MT. ZION ROAD PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partners of MT. ZION ROAD PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is MT. ZION ROAD PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was February 6, 1997, as amended by that certain Amendment to Certificate of Limited Partnership filed on June 6, 1997.
3. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Mt. Zion Road Partners, Ltd. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES
OF CENTRAL FLORIDA, INC., a
Florida corporation**

By: _____

Janice C. Myers,
Vice President

Executed effective as of the 26 day of Feb, 2000.

GENERAL PARTNERS:

**CED CAPITAL HOLDINGS VII, LTD., a FL limited
partnership**

by its General Partner,
CED CAPITAL HOLDINGS, INC.

By: _____

Michael J. Sciarrino, President

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR -2 PM 3:16

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