

A 97000000420



ACCOUNT NO. : 072100000032

REFERENCE : 888487 4338781

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 1998

ORDER TIME : 2:35 PM

ORDER NO. : 888487-015

CUSTOMER NO: 4338781

CUSTOMER: Linda Martin, Legal Asst  
Rowe, Foltz & Martin  
5 Piedmont Center

100002588061--6

-07/15/98--01003--003  
\*\*\*\*105.00 \*\*\*\*105.00

Atlanta, GA 30305

is

CM

DOMESTIC AMENDMENT FILING

NAME: THE FLAGLER RESORT, LTD.

EFFECTIVE DATE:

XX AMENDED & RESTATED ARTICLES

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
98 JUL 15 AM 2:35  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION  
98 JUL 14 PM 3:20



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1998

TAMARA ODOM  
CSC  
TALLAHASSEE, FL

SUBJECT: THE FLAGLER RESORT, LTD.  
Ref. Number: A97000000420

FILED  
98 JUL 15 PM 2:35  
TALLAHASSEE, FLORIDA

We have received your document for THE FLAGLER RESORT, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 998A00037685

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE FLAGLER RESORT, LTD.

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of **Flagler Resort, Ltd.**, which was originally filed with the Florida Department of State on February 18, 1998, does hereby duly execute and file this Amended and Restated Certificate of Limited Partnership pursuant to the laws of the State of Florida, and pursuant to the requirements of Chapter 620.109 of the Florida Statutes Annotated.

1. Name of Limited Partnership. The name of the limited partnership is **The Flagler Resort, Ltd.**, or such other name as shall from time to time be determined by the General Partners.

2. Registered Office and Agent. The address of the registered office of the Partnership shall be 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial agent for service of process at such address is CT Corporation System.

3. Name and Address of General Partner. The name and business address of the Partnership's sole General Partner is as follows:

RCK Flagler, Inc.  
95 Cordova Street  
St. Augustine, Florida 32084

4. Mailing Address of Limited Partnership. The limited partnership's mailing address is:

The Flagler Resort, Ltd.  
95 Cordova Street  
St. Augustine, Florida 32084

The Principal Office address shall be the same.

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98 JUL 15 PM 3:35  
TALLAHASSEE, FLORIDA

5. Latest Date Upon Which Limited Partnership to Dissolve. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

**GENERAL PARTNER:**

Signed, sealed and delivered this  
13 day of July, 1998  
in the presence of:

Cheryl A. Hylberg  
Witness

David H. Paul  
Notary Public

My commission expires:

9/13/98

[NOTARIAL SEAL]



**RCK FLAGLER, INC.,**  
a Florida corporation

By: [Signature]  
Richard C. Kessler, President

[CORPORATE SEAL]

FILED  
98 JUL 15 PM 2:35  
CLERK OF CIRCUIT COURT  
JAIL HOUSE, FLORIDA