

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-09/13/00--01057--008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

Huntington Lakeland Limited Partnership

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 2:03

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

09/13/00

FILE SECOND

Mr 9/13

RECEIVED  
00 SEP 13 AM 11:01  
DIVISION OF CORPORATION

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**HUNTINGTON LAKELAND LIMITED PARTNERSHIP**

This Amended and Restated Certificate of Limited Partnership of Huntington Lakeland Limited Partnership (the "Partnership"), dated as of August 31, 2000, has been duly executed and is being filed by the undersigned in accordance with Section 620.109(7) of the Florida Statutes, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on April 14, 1997, with the Secretary of State of the State of Florida (the "Certificate").

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The Certificate of Limited Partnership of the Partnership is amended to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act. Each such amendment is as follows:

Article II setting forth the address where the records of the Partnership are to be maintained is hereby amended to change the address from 5728 Major Boulevard, Suite 309, Orlando, Florida 32819 to 4053 Maple Road, Amherst, New York 14226.

Article III setting forth the name and address of the registered agent of the Partnership is hereby amended to reflect the change of registered agent and address from Heidi J. Marling, 5728 Major Boulevard, Suite 309, Orlando, Florida 32819 to CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

Article IV setting forth the names and business addresses of the general partners of the Partnership is hereby amended to change the general partners from James S. Carr, 11 Dale Lane, Malvern, Pennsylvania 19355 and Heartland Group, Inc., 4650 Columbia Center, 701 Fifth Avenue, Seattle, Washington 98104 to Benchmark Lakeland Properties, Inc., 4053 Maple Road, Amherst, New York 14226.

Article V setting forth the mailing address of the Partnership is hereby amended to change the mailing address of the Partnership from 5728 Major Boulevard, Suite 309, Orlando, Florida 32819 to 4053 Maple Road, Amherst, New York 14226.

The Certificate of Limited Partnership of the Partnership is hereby amended and restated to read in its entirety as follows:

I. Name

The name of the limited partnership is Huntington Lakeland Limited Partnership.

II. Partnership Records

The address where the records of the Partnership are to be maintained is 4053 Maple Road, Amherst, New York 14226.

III. Registered Agent

The name and address of the registered agent designated to receive service of process served upon the Partnership in the State of Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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DEPT. OF CORPORATIONS  
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IV. General Partner

The name and business address of the sole general partner of the Partnership are  
Benchmark Lakeland Properties, Inc., 4053 Maple Road, Amherst, New York 14226.

F0000005147

V. Mailing Address

The mailing address of the Partnership is 4053 Maple Road, Amherst, New York  
14226.

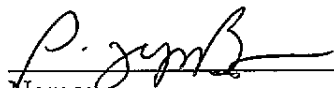
VI. Dissolution

The latest date upon which the Partnership is to dissolve is December 31, 2040.

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated  
Certificate of Limited Partnership as of the date first-above written.

BENCHMARK LAKELAND PROPERTIES, INC.  
General Partner

By:

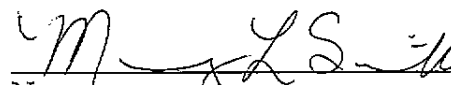
  
Name: P. Jeffrey Birch  
Title: Vice President

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process on behalf of  
the Partnership at the place designated in this Certificate, I hereby accept the appointment as  
registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

By:

  
Name: Marcey L. Smith  
Title: Asst. Secy.

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