



A9 7000000 960

ACCOUNT NO. : 072100000032

REFERENCE : 609170 4381472

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Pugh

ORDER DATE : March 2, 2000

ORDER TIME : 1:56 PM

ORDER NO. : 609170-265

900003155169--1

CUSTOMER NO: 4381472

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

BK 3/2/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -2 PM 5:28

DOMESTIC AMENDMENT FILING

NAME: WATER VIEW PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 MAR -2 PM 2:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
WATER VIEW 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 WATER VIEW PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is WATER VIEW PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was May 1, 1997, as amended by that certain Amendment to Certificate of Limited Partnership filed on June 5, 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 Water View 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 28 day of Feb, 2000.

GENERAL PARTNERS:

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

By: **CED CAPITAL HOLDINGS VII, INC., a FL
corporation, its managing general partner**

By: _____

Michael J. Sciarrino, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -2 PM 5:28