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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Davie Crossing, Ltd.

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☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

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THANKS

JOEY

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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JK

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
DAVIE CROSSINGS, LTD.**

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This Amended and Restated Certificate of Limited Partnership of Davie Crossings, Ltd. (the "Partnership"), dated June 1, 1999, has been duly executed and is being filed by the undersigned in accordance with Section 620.109 of the Florida Statutes, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on June 23, 1997, with the Secretary of State of the State of Florida, to form a limited partnership under the name Davie Associates, Ltd. as heretofore amended and restated on December 24, 1997, to amend and restate the Certificate of Limited Partnership in its entirety and to change the name of the Partnership from Davie Associates, Ltd. to Davie Crossings, Ltd. (the "Certificate").

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 of the Partnership from 11900 Biscayne Boulevard, Suite 802, Miami, Florida 33181 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 Errol Rosen, 11900 Biscayne Boulevard, Suite 802, Miami, Florida 33181 to CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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Article IV setting forth the name and business address of the sole general partner of the Partnership is hereby amended to change the general partner from Davie Venture, Inc., 11190 Biscayne Boulevard, Suite 802, Miami, Florida 33181 to Benchmark Davie Properties, Inc., 4053 Maple Road, Amherst, New York 14226.

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Article V setting forth the mailing address of the Partnership is hereby amended to change the mailing address from 11900 Biscayne Boulevard, Suite 802, Miami, Florida 33181 to 4053 Maple Road, Amherst, New York 14226.

Article VI setting forth the latest date the Partnership is to dissolve is hereby amended to change the latest date upon which the Partnership is to dissolve from December 31, 2046 to December 31, 2047.

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

I. Name

The name of the limited partnership is Davie Crossings, Ltd.

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II. Business Address

The business 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 for service of process served upon the Partnership in the State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

IV. General Partner

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

V. Mailing Address

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

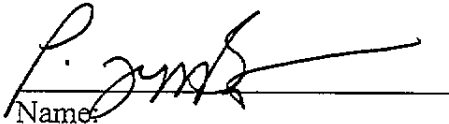
VI. Dissolution

The latest date upon which the Partnership is to dissolve is December 31, 2047.

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

BENCHMARK DAVIE PROPERTIES, INC.
General Partner

By:


Name: _____

Title: P. Jeffrey Birch
Vice President

BFLODOCS:247438_I(5@X@01)

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, 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.

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DATE: July 30, 1999

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary