



THE UNITED STATES  
CORPORATION  
COMPANY

# A 97000002076

ACCOUNT NO. : 072100000032

REFERENCE : 591660 4303929

AUTHORIZATION :

*Patricia Pigut*

COST LIMIT : \$ ~~57.50~~ 105,000

ORDER DATE : November 6, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 591660-005

CUSTOMER NO: 4303929

500002340165--1

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: DEERWOOD, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY  
XX (1) PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 NOV -6 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

97 NOV -6 PM 1:55  
OFFICE OF CLERK OF SUPERIOR COURT  
TALLAHASSEE FLORIDA

11/6/97

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DEERWOOD, LTD.**

**FILED**  
97 NOV -6 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.109 of the Florida Statutes, the undersigned, being the sole General Partner of DEERWOOD, LTD., hereby duly executes and files with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership.

1. The name of the limited partnership is DEERWOOD, LTD. The original Certificate of Limited Partnership of DEERWOOD, LTD. was filed on September 25, 1997 with the Secretary of State.
2. The business address and the mailing address of the limited partnership is 848 Brickell Avenue, Suite 1010, Miami, FL 33131.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

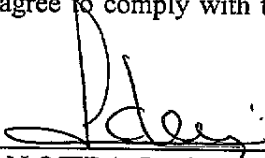
**Alan Ojeda, President of General Partner**

4. The Florida street address for the registered agent is:

**848 Brickell Avenue, Suite 1010  
Miami, FL 33131**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of DEERWOOD, LTD., at the place designated in this Amended and Restated Certificate of Limited Partnership of DEERWOOD, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
ALAN OJEDA, Registered Agent

Dated: November 4, 1997.

6. The name and business address of the general partner is as follows:

RILEA DEERWOOD CORP.  
848 Brickell Avenue  
Suite 1010  
Miami, FL 33131

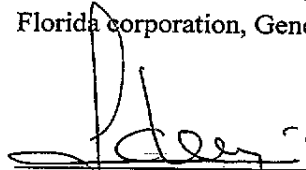
FILED  
97 NOV - 6 PM 1:55  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

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7. The latest date upon which the limited partnership is to dissolve is December 31, 1997.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Amended and Restated Certificate of Limited Partnership on the 4 day of November, 1997 in accordance with §620.114 of the Florida Statutes.

RILEA DEERWOOD CORP., a  
Florida corporation, General Partner

  
ALAN OJEDA, President