

A 97000002654



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 235749 4332362

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ ~~35.00~~

ORDER DATE : May 11, 1999

52.50

ORDER TIME : 10:35 AM

ORDER NO. : 235749-005

CUSTOMER NO: 4332362

600002872676--2

CUSTOMER: Jean Harrison, Paralegal
Brownstein Hyatt & Farber,
410 17th Street, 22nd Floor

Denver, CO 80202

DOMESTIC AMENDMENT FILING

RECEIVED

59 MAY 12 PM 1:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: TEMPUS RESORTS INTERNATIONAL,
LTD.

FICTIVE DATE:

(4)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 10:59

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

14/2
5/17/99

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 1999

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TEMPUS RESORTS INTERNATIONAL, LTD.
Ref. Number: A97000002654

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 10:59

We have received your document for TEMPUS RESORTS INTERNATIONAL, LTD. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please note there are ACTUALLY TWO SEPARATE FILINGS here.

The fee to file the AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP is \$52.50. So when you return that, please write a note or authorize us to change the COST LIMIT amount on your cover sheet.

The document presently titled "EXHIBIT A / AFFIDAVIT OF CAPITAL CONTRIBUTIONS" increases the anticipated limited partner contribution amount from \$51,800,000.00 to \$69,240,000.00.

The document must be titled SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS. The fee to file it is going to be \$1,750.00. Please send an ADDITIONAL SEPARATE COVER SHEET for the SUPPLEMENTAL AFFIDAVIT.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 199A00026117

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SECRETARY OF CORPORATIONS
99 MAY 17 AM 10:59

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEMPUS RESORTS INTERNATIONAL, LTD.
a Florida Limited Partnership**

The undersigned, being desirous of amending and restating that certain Certificate of Limited Partnership of Tempus Resorts International, Ltd. filed December 9, 1997, pursuant to the laws of the state of Florida, hereby certifies as follows:

1. Name of Limited Partnership. The name of the limited partnership is **TEMPUS RESORTS INTERNATIONAL, LTD.**, a Florida limited partnership (the "Partnership").
2. Recordkeeping Office. The records of the Partnership shall be kept at 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819.
3. Agent for Service of Process; Address of Registered Agent. The initial agent of the Partnership for service of process shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
4. General Partner. The name and business address of the sole general partner of the Partnership is as follows:

Name

AP/Tempus, LLC

M 99000000562

Address

7380 Sand Lake Road, Suite 600
Orlando, Florida 32819

5. Address of Partnership. The mailing address of the Partnership is 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819.
6. Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2027.
7. Capital Contributions. Pursuant to Florida Statute §620.108, an affidavit setting forth the present capital contributions of the limited partners of the Partnership is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Amended and Restated Certificate of Limited Partnership on this 14th day of April, 1999.

AP/TEMPUS, LLC, a Delaware limited liability company

By: Kronus Property III, Inc., its manager

By: 
Alfred C. Trivilino, Vice President

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