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March 18, 1998

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600002464276--5
-03/23/98-01001-009
*****52.50 *****52.50

Re: Dowling Management Limited,
f/k/a Dowling Family Limited Partnership

Dear Sir or Madam:

Enclosed for filing is an Amended and Restated Certificate of Limited Partnership of Dowling Management Limited. Also enclosed is a copy of the certificate to be date stamped. Our check for \$52.50 for the filing fee is attached.

If you have any questions, please call.

Sincerely,

David Hull

David J. Hull

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Enclosure

djh\fmly-ltd\dowling\ltr\sos.amd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 12:33

RECEIVED
98 MAR 20 PM 3:23
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/27/98

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
DOWLING MANAGEMENT LIMITED,
F/K/A DOWLING LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

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The undersigned General Partners of Dowling Management Limited, formerly known as the Dowling Limited Partnership as set forth in the Certificate of Limited Partnership filed with the Secretary of State on December 18, 1997 (the "Original Certificate"), desiring to amend and restate the Original Certificate, hereby state the following:

1. The name of the Partnership is Dowling Management Limited (the "Partnership").

2. The mailing address and principal place of business of the Partnership is 705 West Madison Street, Tallahassee, Florida 32304.

3. The name and address of the agent for service of process on the Partnership is James H. Dowling, Jr., 705 West Madison Street, Tallahassee, Florida 32304.

4. The names and business addresses of the General Partners are as follows:

James H. Dowling, Jr.
705 West Madison Street
Tallahassee, Florida 32304

Catherine Lee Dowling
522 Vinnedge Drive
Tallahassee, Florida 32303

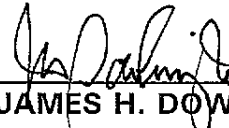
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

7. This Amended and Restated Certificate of Limited Partnership amends the certificate filed with the Secretary of State on December 18, 1997, by changing the name of the partnership from Dowling Limited Partnership to Dowling Management Limited.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of Dowling Management Limited on this 12th day of March, 1998, and will be filed in accordance with Section 620.109, Florida Statutes (1997).


JAMES H. DOWLING, JR.


CATHERINE LEE DOWLING

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