

CAPITAL CONNECTION, LLC

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-442-8066 • Fax: (850) 224-1122

A98000000316

Sheridan Place of Bradenton, Ltd.

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02 JAN 23 AM 11:28

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: SK

Name

Date

Time

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

✓ ____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

✓ ____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 23 PM 1:29

FILED

DK

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
SHERIDAN PLACE OF BRADENTON, LTD.**

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of SHERIDAN PLACE OF BRADENTON, LTD., a Florida limited partnership, whose certificate of limited partnership was filed with the State of Florida, Department of State, on February 3, 1998, Document Number A98000000316, and whose First Amendment was filed with the State of Florida, Department of State, on January 12, 2001, and whose Second Amendment was filed with the State of Florida, Department of State, on February 6, 2001, does hereby execute this Amended and Restated Certificate of Limited Partnership.

1. The name of the limited partnership is SHERIDAN PLACE OF BRADENTON, LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:

Office Address

20725 SW 46th Avenue
Newberry, Florida 32669

Name and Address of Agent

Ronnie C. Davis
20725 SW 46th Avenue
Newberry, Florida 32669

3. The name and address of each General Partner interested in the limited partnership is:

Name and Address

Davis Heritage Ltd.
20725 SW 46th Avenue
Newberry, Florida 32669

Interest

.0095%

Stefan M. Davis, Trustee
Davis Family Dynasty Trust
20725 SW 46th Avenue
Newberry, Florida 32669

.0005%

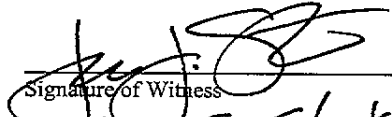
4. The Investor Limited Partner of the Partnership is First Union Affordable Housing Community Development Corporation, a North Carolina corporation.
5. The mailing address for the limited partnership is 20725 SW 46th Avenue, Newberry, Florida 32669.
6. The partnership shall continue in full force and effect until December 31, 2053, unless sooner terminated as provided in the Amended and Restated Agreement of Limited Partnership dated as of December 10, 2001.
7. The limited partnership interest previously held by Lisa M. Stephens is hereby withdrawn.

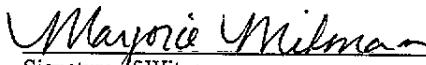
This Amended and Restated Certificate of Limited Partnership is duly executed and is filed in accordance with §620.109 of the Florida Statutes. No separate amendment to the Agreement exists.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the General Partner has affixed his signature this 17th day of December, 2001.

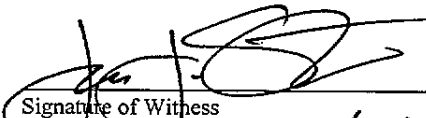
Witness:



Signature of Witness
James J. Stockman
Printed Name of Witness


Signature of Witness
Marjorie Milman
Printed Name of Witness

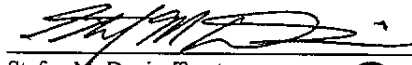
General Partner:


Stefan M. Davis, Vice-President, EarthArt, Incorporated, General Partner of Davis Heritage, Ltd.


Signature of Witness
James J. Stockman
Printed Name of Witness


Signature of Witness
Marjorie Milman
Printed Name of Witness

General Partner:


Stefan M. Davis, Trustee,
Davis Family Dynasty Trust

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day of December, 2001 by Stefan M. Davis as Vice-President of EarthArt, Incorporated, a Florida corporation, general partner of Davis Heritage, Ltd., a Florida limited partnership, general partner of Sheridan Place of Bradenton, Ltd. and as Trustee of Davis family Dynasty Trust, co-general partner of Sheridan Place of Bradenton, Ltd., on behalf of the corporation and the trust, who is personally known to me.

(SEAL)



Devin Maxwell
Commission # CC 876939
Expires Oct. 5, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

My Commission Expires: _____