

A98000000546

Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rosemary Housing Limited Partnership
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/>	Franchise
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-07/30/99--01058--003
*****43.75 *****43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROSEMARY HOUSING LIMITED PARTNERSHIP**

The undersigned General Partners of **ROSEMARY HOUSING LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), have executed this Amendment to Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (the "Act") and certify as follows:

I. Name

The name of the Partnership is **ROSEMARY HOUSING LIMITED PARTNERSHIP**.

II. Certificate Filing Date

The Partnership's Certificate of Limited Partnership was filed with and approved by the Secretary of State of Florida on February 26, 1998.

III. Amendment

The Certificate of Limited Partnership is hereby amended by deleting Section 8 and replacing it entirely as follows:

8. Name(s) and business address of general partner(s).

Rosemary Housing LLC

c/o Gatehouse Group
313 Congress Street
Boston, MA 02210

TAB Development, Inc.

801 Eighth Street 73401
West Palm Beach, FL 33411

The undersigned General Partners of the Partnership, hereby execute this Amendment to the Certificate of Limited Partnership effective as of March 2, 1999 on this 26 day of July, 1999.

ROSEMARY HOUSING LLC, a Florida limited liability company, as its general partner

TAB DEVELOPMENT, INC., a Florida corporation, as its general partner

By:

Marc Plonskier, Member
DAVID J. CAVEPARI

FTL1-346490.1

By:

Ulysses Smith, Chairman