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Pathi Wilkinson
Requestor's Name

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
99 NOV 10 AM 11:40

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

- Marianna id all Apts, Ltd.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

LP - 5250

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

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"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

OF
MARIANNA HALL APARTMENTS, LTD.
a Florida Limited Partnership

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The undersigned, pursuant to the provisions of Sections 620.108 and 620.109, Florida Statutes, by execution hereof amends the Certificate of Limited Partnership and Affidavit of Capital Contributions of Marianna Hall Apartments, Ltd., ("Partnership") as filed with the Florida Department of State on March 25, 1998, and Restates the Certificate of Limited Partnership of the Partnership as so amended, and does hereby certify and swear to the following

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I. NAME: The name of the partnership shall be: Marianna Hall Apartments, Ltd.

II. NAME AND ADDRESS OF RESIDENT AGENT: The name and address of the agent and office for service of process of the limited partnership shall be: Angela Hatcher, 1249 Sedgefield road, Tallahassee, FL 32311.

III. GENERAL PARTNER: The name and address of the general partner of the limited partnership shall be:

GARY HALL

Mailing Address:	Street Address:
Post Office Drawer 6657	2967 Ross Clark Circle
Dothan, AL 36302	Dothan, AL 36301

IV. LOCATION OF PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS: The limited partnership's principal place of business and mailing address shall be:

Mailing Address:	Street Address:
Post Office Drawer 6657	2967 Ross Clark Circle
Dothan, AL 36302	Dothan, AL 36301

V. TERM: The term for which the limited partnership is to exist will be from the date of the filing of the Certificate of Limited Partnership of the Partnership until dissolution, which shall be:

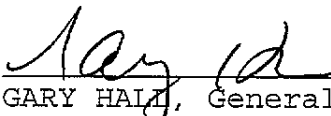
A. on or before December 31, 2015;

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- B. the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;
 - C. the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;
 - D. the failure to continue the Partnership and designate a new General Partner in accordance with the terms of the Marianna Hall Apartments, Ltd. Limited Partnership Agreement (the "Agreement") within ninety (90) days following the occurrence of the death, incapacity, mental incompetency, expulsion, withdrawal, retirement, receivership or bankruptcy of a General Partner (or the dissolution, merger, consolidation or reorganization of any General Partner which is not an individual); or
 - E. the failure of the Partners to fund any operating deficit, the effect of which would be to render the Partnership insolvent.

VI. AFFIDAVIT OF CAPITAL CONTRIBUTIONS. The capital contributions to the Partnership contributed and anticipated to be contributed by the limited partners at this time are \$ 1,043,000.

The undersigned hereby acknowledges under the penalties of perjury that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Executed this 5th day of November, 1999.



GARY HALL, General Partner

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