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From: RUDEN, MCCLOSKEY, 17 FL ST

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A98000001204

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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

TWIN DOLPHINS EQUITY PARTNERS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

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November 13, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TWIN DOLPHINS EQUITY PARTNERS, LTD.

3301 BONITA BEACH ROAD
SUITE 204
BONITA SPRINGS, FL 34134

SUBJECT: TWIN DOLPHINS EQUITY PARTNERS, LTD.
REF: A98000001204

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by a current general partner, if any, and by each newly designated general partner(s).

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 245-6853.

Leslie Sellers
Document Specialist

FAX Aud. #: H06000264831
Letter Number: 706A00064628

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
TWIN DOLPHINS EQUITY PARTNERS, LTD.**

Pursuant to Section 620.1202 of the Florida Revised Uniform Limited Partnership Act of 2005, as amended, Twin Dolphins Equity Partners, Ltd., a Florida limited partnership (the "Partnership"), certifies that:

A. The Certificate of Limited Partnership of the Partnership was filed by the Florida Department of State on May 13, 1998, document number A98000001204.

B. The Certificate of Limited Partnership is amended and restated in its entirety to read as follows:

1. The name of the limited partnership is Twin Dolphins Equity Partners, Ltd. (the "Partnership").

2. The address of the office in Florida at which the records of the Partnership required to be maintained by Section 620.1111 of the Florida Revised Uniform Limited Partnership Act, as amended (2005) (the "Act") is 222 Lakeview Ave., Suite 800, West Palm Beach, Florida 33401.

3. The name and address of the agent for service of process required to be maintained by Section 620.1114 of the Act is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

4. The name and business address of the General Partner of the Partnership is:

Twin Dolphins Enterprises, LLC
222 Lakeview Ave., Suite 800
West Palm Beach, Florida 33401

L06-72050

5. The mailing address of the Partnership is 222 Lakeview Ave., Suite 800, West Palm Beach, Florida 33401.

6. The latest date upon which the Partnership is to dissolve is October 25, 2056 (the same being fifty years following the date of the filing of this Amended and Restated Certificate of Limited Partnership), unless terminated sooner in accordance with the provisions of the Agreement of Limited Partnership.

7. The Partnership Agreement as modified by this Amendment remains in full force and effect, and is hereby adopted as the Agreement of Limited Partnership for the Partnership. To the extent of any inconsistency between the terms and provisions of this Amendment and the terms and provisions of the Partnership Agreement, the terms of this Amendment shall supersede and control to the extent of such inconsistency.

This Amended and Restated Certificate of Limited Partnership shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership has duly executed this Amended and Restated Certificate of Limited Partnership of Twin Dolphins Equity Partners, Ltd. this 25th day of October, 2006.

GENERAL PARTNER:

TWIN DOLPHINS ENTERPRISES, LLC

By: 

Jim Kabcenell, Co-Manager

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GENERAL PARTNER:

EQUITY IV INVESTMENTS &
DEVELOPMENT, INC.

By: 

Name: A. CHARLES BENNETT, III

Title: CEO

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