

Division of Corporations

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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
WILLOW KEY APARTMENTS LIMITED PARTNERSHIP**

Certificate of Status	0
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SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

OF
WILLOW KEY APARTMENTS LIMITED PARTNERSHIP

Pursuant to the provisions of §620.1202, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on July 15, 1998, as amended and restated on December 31, 2009, adopts the following Second Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be **WILLOW KEY APARTMENTS LIMITED PARTNERSHIP** (the "Partnership").

2. The address of the office where records shall be kept shall be 247 North Westmonte Drive, Altamonte Springs, Florida 32714. The name and address of the registered agent for service of process is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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

Willow Key Associates Limited Partnership, a Florida limited partnership
247 North Westmonte Drive
Altamonte Springs, Florida 32714

4. The mailing address of the limited partnership is 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

[Signatures appear on following page]

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This Second Amended and Restated Certificate of Limited Partnership of Willow Key Apartments Limited Partnership has been executed by the undersigned as of the 14th day of November, 2013.

GENERAL PARTNER:

WILLOW KEY ASSOCIATES LIMITED
PARTNERSHIP, a Florida limited partnership

By: Picerna Willow Key Development, Inc., a
Florida corporation, its general partner

By: 
Robert M. Picerna, President

WITHDRAWN GENERAL PARTNER:

WILLOW KEY GP, LLC, a Florida limited
liability company

By: Walking in Love, Inc., a Florida corporation
not for profit, its sole member

By: 
William Costolo, President
Vice

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