

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION****INN TRANSITION SOUTH, LTD.**

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JUN - 5 2008

EXAMINER

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
INN TRANSITION SOUTH, LTD.**

Pursuant to the provisions of Sections 620.1202 and 620.1115, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on July 28, 1998, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The current name of the Partnership is INN TRANSITION SOUTH, LTD. (the "Partnership").

2. The address of the office where records shall be kept shall be 10227 Wincopin Circle, Columbia, Maryland 21044. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

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

FSGP/INN TRANSITION, LLC, a Florida limited liability company
10227 Wincopin Circle
Columbia, Maryland 21044

4. The mailing address of the Partnership is 10227 Wincopin Circle, Columbia, Maryland 21044.

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

The Certificate has been executed by the undersigned as of the ____ day of April, 2008.

FORMER GENERAL PARTNER:

GMN-INN, INC., a Florida corporation

By: [Signature] PRES
Name: R. STABLEY
Title: PRESIDENT

NEW GENERAL PARTNER:

FSGP/INN TRANSITION, LLC, a Florida limited liability company

By: Enterprise Community Partners, Inc., a Maryland non-profit corporation, its sole member

By: _____
Name: _____
Title: _____

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FORMER GENERAL PARTNER:


GMN-INN, INC., a Florida corporation

By: _____
Name: _____
Title: _____

NEW GENERAL PARTNER:

FSGP/INN TRANSITION, LLC, a Florida limited liability company

By: Enterprise Community Partners, Inc., a Maryland non-profit corporation, its sole member

By: 
Name: Faith E. Thomas
Title: Vice President

Amended and Restated COLP - Inn Transition South, Ltd.

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for INN TRANSITION SOUTH, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: 

Janice C. Myers, Kristi L. Sullivan
Vice President

Dated this 4th day of June, 2008.

Amended and Restated COLP – Inn Transition South, Ltd.

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