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(Requestor's Name) _____

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(City/State/Zip/Phone #) _____

PICK-UP WAIT MAIL

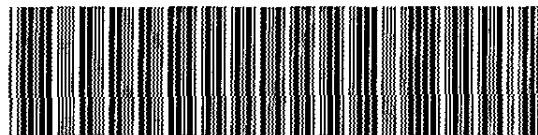
(Business Entity Name) _____

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Certified Copies _____ Certificates of Status _____

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SHERIFFARY, S. J.
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 827769 7355518

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : November 20, 2002

ORDER TIME : 1:16 PM

ORDER NO. : 827769-005

CUSTOMER NO: 7355518

CUSTOMER: Jeffrey J. Wolfe, Esq
Daryl Cramer & Associates,
Suite 508, 3801 Pga Boulevard
Suite 508
West Palm Beach, FL 33410-2758

DOMESTIC AMENDMENT FILING

NAME: PARADISE CAY FINANCING
PARTNERSHIP, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARADISE CAY FINANCING PARTNERSHIP, LTD.**

Pursuant to Section 620.019, Florida Statutes, **PARADISE CAY FINANCING PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends and restates, in its entirety, its Certificate and Agreement of Limited Partnership original filed with the Florida Department of State on December 4, 1998.

1. The name of the limited partnership is "Paradise Cay Financing Partnership, Ltd.".
2. The name of the registered agent for service of process is Daryl Cramer & Associates, P.A.
3. The Florida street address for the registered agent is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
4. The mailing address of the limited partnership is c/o Daryl Cramer & Associates, P.A., 3801 PGA Boulevard, Suite 508, Palm Beach Gardens, Florida 33410-2758.
5. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2038.
6. The name and business address of the general partner is as follows:

Paradise Cay Financing G.P., Inc.
c/o Daryl Cramer & Associates, P.A.
3801 PGA Boulevard, Suite 508
Palm Beach Gardens, Florida 33410-2758

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SFC:JMR
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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

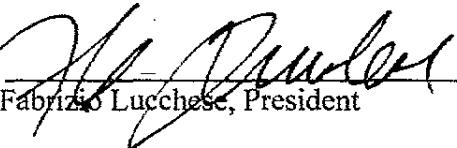
DARYL CRAMER & ASSOCIATES, P.A.

By: 

Daryl B. Cramer, its President, Registered Agent

By execution of this Amended and Restated Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This Amended and Restated Certificate of Limited Partnership has been duly executed as of the 16th day of November, 2002 and is being filed in accordance with Section 620.109, Florida Statutes.

PARADISE CAY FINANCING G.P., INC., a
Florida corporation, as General Partner

By: 

Fabrizio Lucchese, President

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