

A98000002809

JOHN P. DANIEL
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BEGGS & LANE
A REGISTERED LIMITED LIABILITY PARTNER
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E. DIXIE BEGGS
Retired
BERT H. LANE
1917 - 1981

October 8, 2001

Secretary of State
State of Florida
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

RE: College Square Apartments, Ltd.
Our File #: 8425-32300

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-10/16/01--01035--003
*****52.50 *****52.50

Dear Sir/Madam: *A98-2809*

Enclosed please find the executed Amended and Restated Certificate of Limited Partnership of College Square Apartments, Ltd. Also enclosed at this time is our firm's check in the amount of \$52.50, representing recording fees.

Should you have any questions, please feel free to contact me at (850) 432-2451, extension 4293. Thank you for your assistance in this matter.

Sincerely,

Lisa M. Underwood

Lisa M. Underwood
Paralegal to John P. Daniel
For the firm

10/10/01
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Enclosures

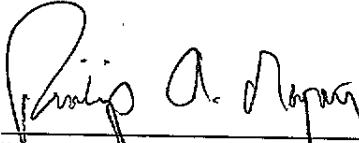
**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
COLLEGE SQUARE APARTMENTS, LTD.
a Florida limited partnership**

The undersigned General Partner, amending and restating in its entirety the Certificate of Limited Partnership of College Square Apartments, Ltd., filed with the Florida Department of State on December 21, 1998, hereby states:

1. The name of the Partnership is COLLEGE SQUARE APARTMENTS, LTD.
2. The address of the office of the Partnership is 4400 Bayou Boulevard, Suite 52-B, Pensacola, Florida 32503.
3. The name and address of the agent for service of process on the Partnership are Philip A. Napier, 4400 Bayou Boulevard, Suite 52-B, Pensacola, Florida 32503.
4. The name and business address of the sole general partner are Philip A. Napier, 4400 Bayou Boulevard, Suite 52-B, Pensacola, Florida 32503.
5. The mailing address of the Partnership is 4400 Bayou Boulevard, Suite 52-B, Pensacola, Florida 32503.
6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the sole General Partner of College Square Apartments, Ltd. in accordance with and pursuant to Section 620.109, Florida Statutes, this 5th day of October, 2001.



PHILIP A. NAPIER, General Partner

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