



THE UNITED STATES
CORPORATION
COMPANY

A99000001572

ACCOUNT NO. : 072100000032

REFERENCE : 571340 4381472

AUTHORIZATION : Patricia Lopez

COST LIMIT : \$ 61.25

ORDER DATE : February 1, 2000

ORDER TIME : 10:55 AM

300003120083--2

ORDER NO. : 571340-010

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: MILLENIA COVE PARTNERS, LTD.

* File 2nd * * *

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 1 PM 4:44

RECEIVED
00 FEB - 1 PM 12:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

MILLENIA COVE PARTNERS, LTD.

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting all of the general partners of MILLENIA COVE PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submits the following:

FILED
FEB 28 2000
CLERK OF CIRCUIT COURT
IN AND FOR THE
STATE OF FLORIDA
00 FEB - 1

1. The current name of the Partnership is MILLENIA COVE PARTNERS, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership with the Florida Department of State was April 28, 1999 (the "Certificate").
3. Paragraph 1 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"1. The name of the Partnership shall be MILLENNIA COVE PARTNERS, LTD. (the "Partnership")."

4. The Registered Agent of the Partnership hereby desires to amend and restate, in its entirety, its "Acknowledgment of Registered Agent" statement contained on page 2 of the original Certificate of Limited Partnership as follows:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for Millennia Cove Partners, 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 Section 620.192, Florida Statutes.

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

By:


Janice C. Myers, Vice President

The undersigned have hereunto set their hands and seals effective as of the 31st day of January, 2000.

GENERAL PARTNER:

CED CAPITAL HOLDINGS XIV A, L.L.C., a
Florida limited liability company

By: _____

Jay P. Brock, Manager

00 FEB - 1 PM 4:44
CED CAPITAL HOLDINGS
CORPORATIONS