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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
BANYAN BAY PARTNERS, L.P., LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

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**AMENDMENT TO CERTIFICATE OF AUTHORITY FOR  
FOREIGN LIMITED PARTNERSHIP**

Pursuant to the provisions of §620.1202, Florida Statutes, the undersigned, constituting the former and current general partners of Banyan Bay Partners, L.P., a California limited partnership (the "Partnership"), submits the following:

1. The name of the Partnership as it appears on the records of the Florida Department of State is Banyan Bay Partners, L.P., Ltd.
2. The jurisdiction of the Partnership's formation is California.
3. The date the Partnership was authorized to transact business in Florida is April 5, 1995.
4. The name and business address of the General Partner is:

CED Capital Holdings III, Ltd., a Florida limited partnership  
700 West Morse Blvd., Suite 220  
Winter Park, Florida 32789

5. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Partnership is organized.

The undersigned has hereunto executed this Amendment this 3<sup>rd</sup> day of March, 2014.

**FORMER GENERAL PARTNER:**

SAS BANYAN BAY MANAGERS, L.L.C., a Florida limited liability company

By: Southern Affordable Services, Inc., a Florida not-for-profit corporation, its sole member

By: \_\_\_\_\_  
Jay P. Brock, Executive Vice President

**GENERAL PARTNER:**

CED CAPITAL HOLDINGS III, LTD., a Florida limited partnership

By: CED Construction, Inc., a Florida corporation, its managing general partner

By: Brian Spear  
Brian Spear, Vice President

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By: Southern Affordable Services, Inc., a Florida not-for-profit corporation, its sole member

By:   
Jay P. Brock, Executive Vice President

**GENERAL PARTNER:**


CED CAPITAL HOLDINGS III, LTD., a Florida limited partnership

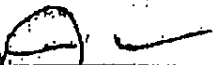
By: CED Construction, Inc., a Florida corporation, its managing general partner

By: \_\_\_\_\_  
Brian Spear, Vice President

<b>LP-2</b>	<b>Amendment to Certificate of Limited Partnership (LP)</b>	<div style="font-size: 1.2em; font-weight: bold;">FILED</div> <div style="font-size: 0.8em;">Secretary of State State of California</div> <div style="font-size: 1.1em; font-weight: bold;">MAR 07 2014</div>
<p>To change information of record for your LP, fill out this form, and submit for filing along with:</p> <ul style="list-style-type: none"> <li>- A \$30 filing fee.</li> <li>- A separate, non-refundable \$16 service fee also must be included, if you drop off the completed form.</li> </ul> <p>Items 3-7: Only fill out the information that is changing. Attach extra pages if you need more space or need to include any other matters.</p> <p style="text-align: center; font-size: 0.8em;">For questions about this form, go to <a href="http://www.sos.ca.gov/business/submitting-lpa.htm">www.sos.ca.gov/business/submitting-lpa.htm</a></p>		
①	<b>LP's FRS No. (Issued by CA Secretary of State)</b> <div style="border: 1px solid black; padding: 2px; text-align: center; font-weight: bold;">199407600009</div>	②
<b>LP's Exact Name (on file with CA Secretary of State)</b> <div style="border: 1px solid black; padding: 2px;">BANYAN BAY PARTNERS, L.P.</div>		
<p><b>New LP Name</b></p> <p>③ <b>Proposed New LP Name</b> _____ The new LP name must end with "Limited Partnership," "LP," or "L.P." and may not contain "bank," "insurance," "trust," "trustee," "trustee-in-trust," "inc.," "corporation," or "corp."</p>		
<p><b>New LP Addresses</b></p> <p>④ <b>a. Street Address of Designated Office in CA</b> _____ <b>City (no abbreviations)</b> <u>CA</u> <b>State</b> <u>CA</u> <b>Zip</b> _____</p> <p><b>b. Mailing Address of LP, if different from 4a</b> _____ <b>City (no abbreviations)</b> <u>CA</u> <b>State</b> <u>CA</u> <b>Zip</b> _____</p>		
<p><b>New Agent/Address for Service of Process (The agent must be a CA resident or qualified 1895 corporation in CA.)</b></p> <p>⑤ <b>a. Agent's Name</b> _____</p> <p><b>b. Agent's Street Address (if agent is not a corporation)</b> _____ <b>City (no abbreviations)</b> <u>CA</u> <b>State</b> <u>CA</u> <b>Zip</b> _____</p>		
<p><b>General Partner Changes</b> <u>CEO Capital Holdings III, Ltd., a Florida limited partnership</u></p> <p>⑥ <b>a. New general partner:</b> <u>700 West Morse Blvd., Suite 220, Winter Park, FL 32789</u></p> <p><b>b. Address change:</b> _____ <b>City (no abbreviations)</b> _____ <b>State</b> _____ <b>Zip</b> _____</p> <p><b>c. Name change:</b> Old name: _____ New name: _____</p> <p><b>d. Name of dissolved general partner:</b> <u>SAS Banyan Bay Managers, L.L.C., a Florida limited liability company</u></p>		
<p><b>Dissolved LP (Either check box a or check box b and complete the information. Note: To terminate the LP, also file a Certificate of Cancellation (Form LP-477) available at <a href="http://www.sos.ca.gov/business/submitting-lpa.htm">www.sos.ca.gov/business/submitting-lpa.htm</a>.)</b></p> <p>⑦ <b>a. <input type="checkbox"/> The LP is dissolved and wrapping up its affairs.</b></p> <p><b>b. <input type="checkbox"/> The LP is dissolved and has no general partners. The following person has been appointed to wrap up the affairs of the LP:</b></p> <p style="text-align: center;">Name _____ Address _____ City (no abbreviations) _____ State _____ Zip _____</p>		
<p><b>Read and sign below:</b> This form must be signed by (1) at least one general partner; (2) by each person listed in Item 6a; and (3) by each person listed in Item 6b if that person has not filed a Certificate of Dissolution (Form LP-101). If Item 7b is checked, the person listed must sign. If a trust, dissolution, attorney-in-fact, or any other person not listed above is signing, go to <a href="http://www.sos.ca.gov/business/submitting-lpa.htm">www.sos.ca.gov/business/submitting-lpa.htm</a> for more information. If you need more space, attach extra pages that are 11" x 17" and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this amendment. Signing this document affirms under penalty of perjury that the stated facts are true.</p>		
<div style="border: 1px solid black; padding: 5px; font-weight: bold;">SEE ATTACHED SIGNATURE PAGE</div>		
<p><b>Sign here</b> _____ <b>Print your name here</b> _____ <b>Date</b> _____</p> <p><b>Sign here</b> _____ <b>Print your name here</b> _____ <b>Date</b> _____</p>		
<p><b>Make check/money order payable to: Secretary of State</b></p> <p>Upon filing, we will return one (1) unrecorded copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.</p>		
<p style="text-align: center;">By Mail <span style="float: right;">Drop-Off</span></p> <p style="text-align: center;">Secretary of State <span style="float: right;">Secretary of State</span></p> <p style="text-align: center;">Business Center, P.O. Box 944225 <span style="float: right;">1500 15th Street, 3rd Floor</span></p> <p style="text-align: center;">Sacramento, CA 95834-2225 <span style="float: right;">Sacramento, CA 95814</span></p>		

Signature Page for Line #8

By:  Date: March 6, 2014  
Brian Spear, Vice President of  
CED Construction, Inc., a Florida corporation, General Partner of  
CED Capital Holdings III, Ltd., a Florida limited partnership, now General  
Partner

By:  Dated March 6, 2014  
Jay P. Brock, Executive Vice President of  
Southern Affordable Services, Inc., a Florida not-for-profit corporation, sole member of  
SAS Banyan Bay Managers, L.L.C. a Florida limited liability company,  
dissociated General Partner

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