

A 25151

09/09/97 CORPORATION DETAIL RECORD SCREEN 2:19 PM
NAME: RUFFEE STEEL ACTIVIZ/FORIGN LP FLD: 09/09/1987
STATE: DELAWARE FLD: 02/20/1995
ACT. CODE: 0100 FEIN: 05-0426869
NAME: RUFFEE ASSOCIATES LIMITED PARTNERSHIP
PRINCIPAL: 170 WESTMINSTER STREET
ADDRESS: PROVIDENCE, RI 02903
RY NAME: C I CORPORATION SYSTEM
REG ADDR: 1200 S. PINE ISLAND ROAD ADDR CHG: 04/30/92
PLANTATION, FL 33324 US
FIN: (1994) 1 10/18/93 (1995) 1 02/20/95 (1996) 1 12/21/95

1. MENU, 2. PARTNERS, 3. EVENTS

ENTER SELECTION AND CR:

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**Certificate of Amendment
to
Certificate of Limited Partnership
of
Koffler Associates Limited Partnership**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on September 9, 1987, adopts the following certificate of amendment to its certificate of limited partnership:

First: Amendments

The following individuals have withdrawn as general partners from the above named partnership:

Leonard Granoff
Phyllis Braddock

The general partners for the above named partnership are:

The Sol Koffler Trust - Lillian Koffler, Richard Bornstein, Sandra Bornstein
and Benjamin Pastor, Trustees
Lillian Koffler
Richard Bornstein

Second: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

Third: Signatures

General Partners

The Sol Koffler Trust - 1988

By: Lillian Koffler
Lillian Koffler

By: Richard J. Bornstein
Richard J. Bornstein

By: Sandra Bornstein
Sandra Bornstein

By: Benjamin Pastor
Benjamin Pastor

Lillian Koffler
Lillian Koffler
Richard Bornstein
Richard Bornstein

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EIGHTH AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF
KOFFLER ASSOCIATES LIMITED PARTNERSHIP

This Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of Koffler Associates Limited Partnership (the "Partnership"), is made and entered into as of the 1st day of July, 1996 by and among the parties in accordance with the provisions of such Amended and Restated Certificate and Agreement of Limited Partnership.

WITNESSETH:

WHEREAS, The Amended and Restated Certificate and Agreement of Limited Partnership of Koffler Associates Limited Partnership was filed in the office of the Secretary of State of Rhode Island on December 24, 1986, as amended by a First Amendment dated January 7, 1988 and filed April 18, 1988, a Second Amendment dated April 7, 1988 and filed August 18, 1988, a Third Amendment dated December 13, 1989 and filed December 22, 1989 and a Fourth Amendment dated June 30, 1992 and filed August 7, 1992 and a Fifth Amendment dated April 20, 1994 and filed July 7, 1994 and a Sixth and Seventh Amendment dated July 1, 1996 and filed _____ (collectively, "the Certificate") and;

WHEREAS, the interests of certain parties have been redeemed and they are no longer partners, and the parties desire to reflect such fact by amending the Certificate.

NOW THEREFORE, in consideration of the foregoing, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby certify and solemnly swear to and agree as follows:

1. Schedule A to the Certificate is replaced in its entirety by Schedule A which is annexed hereto and made a part hereof.

2. Each of the parties identified as a Redeemed Partner on the signature page hereto hereby surrenders its interests in the Partnership and withdraws therefrom.

3. Except as specifically set forth herein the parties ratify and confirm the Certificate and agree to be bound thereby.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals the day and year first above written.

GENERAL PARTNERS:

THE SOL KOFFLER TRUST - 1988

By: Lillian Koffler
Lillian Koffler

By: Richard Bornstein
Richard Bornstein

By: Benjamin G. Paster
Benjamin Paster

By: Sandra Bornstein
Sandra Bornstein

Richard Bornstein
RICHARD BORNSTEIN

Lillian Koffler
LILLIAN KOFFLER

LIMITED PARTNERS:

Sandra Bornstein
SANDRA BORNSTEIN

Joan Krivitsky
JO-AN KRIVITSKY

Terr S. Chernick
TERRI S. CHERNICK

Craig S. Chernick
CRAIG S. CHERNICK

THE SOL KOFFLER TRUST - 1988

By: Lillian Koffler
(Lillian Koffler

By: Richard Bornstein
Richard Bornstein

By: Benjamin Paster
Benjamin Paster

By: Sandra Bornstein
Sandra Bornstein

THE LILLIAN KOFFLER IRREVOCABLE
TRUST - 1994

By: Benjamin Paster
Benjamin Paster

By: Lillian Koffler
Lillian Koffler

By: Richard Bornstein
Richard Bornstein

By: Sandra Bornstein
Sandra Bornstein

JO-AN CHERNICK TRUST udt 12/13/89

By: Richard Bornstein
Richard Bornstein

CRAIG S. CHERNICK TRUST udt 12/13/89

By: Richard Bornstein
Richard Bornstein

TERRI S. CHERNICK TRUST udt 12/13/89

By: Richard Bornstein
Richard Bornstein

SANDRA BORNSTEIN TRUST udt 6/29/71

By: Benj. G. Porter

By: _____

REDEEMED PARTNERS:

Leonard Granoff
LEONARD GRANOFF

Paula A. Granoff
PAULA A. GRANOFF

Lloyd Granoff
LLOYD GRANOFF

Evan J. Granoff
EVAN J. GRANOFF

PAULA A. GRANOFF TRUST udt 6/29/71

By: *Leonard Granoff*
Leonard Granoff

By: *Loren Granoff by Leonard Granoff*
Loren Granoff