

B9600000262

C. E. UNTERBERG TOWBIN
SUNBANK TOWER
10 EAST 50TH STREET
NEW YORK, NEW YORK 10022
(212) 572-8000 FAX (212) 888-8611

CM FILED
MAY -6 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 7, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

700002484277--8
-04/09/98--01088--001
****578.75 ****52.50

re: Limited Partnership Annual Report

Dear Sirs:

CM

Enclosed for filing please find the 1998 Limited Partnership Annual Report along with the required filing fee of \$578.75.

Please note that Unterberg Harris Capital Management, L.P. has changed its name to C.E. Unterberg, Towbin Advisors, L.P. We have enclosed a Certificate of Amendment to the Certificate of Limited Partnership reflecting this change.

Please contact me at (212) 572-8110 if you have any questions or require further information.

Sincerely,

Silvana C. Gjuraj
Associate Compliance Director

FF \$52.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

SILVANA C. GJURAJ
C.E. UNTERBERG, TOWBIN
10 E. 50TH STREET
NEW YORK, NY 10022

SUBJECT: UNTERBERG HARRIS CAPITAL MANAGEMENT LIMITED
PARTNERSHIP
Ref. Number: B96000000262

We have received your document for UNTERBERG HARRIS CAPITAL MANAGEMENT LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.173, Florida Statutes, requires amendments filed to foreign limited partnerships to be signed by a general partner and the signature to be notarized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 098A00019565

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 APR -6 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

UNTERBERG HARRIS CAPITAL MANAGEMENT LIMITED PARTNERSHIP
(name currently on file with Florida Dept. of State)

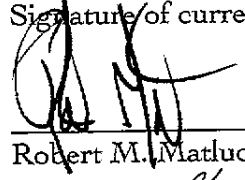
Pursuant to the provisions of section 620.109, Florida Statutes, this Delaware Limited Partnership, whose certificate was filed with the Florida Department of State on July 8, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment: Removing Article FIRST in its entirety and replacing it with the following: "FIRST: The name of the Partnership is C.E. UNTERBERG, TOWBIN ADVISORS, L.P."

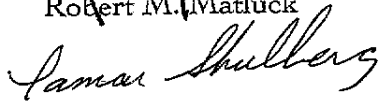
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Robert M. Matluck



Tamar Shulberg
Notary Public, State of New York
No. 01SH-5085049
Qualified in Kings County
Commission Expires Sept. 15, 19 99

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

C.E. UNTERBERG, TOWBIN ADVISORS, L.P.


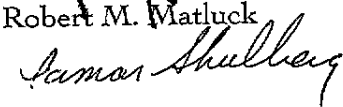
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.E. Unterberg, Towbin Advisors, L.P., a Delaware Limited Partnership, whose certificate was filed with the Florida Department of State on July 8, 1996, hereby amends its Partnership Agreement as set forth below:

The following is a complete and current list of General Partners of C.E. Unterberg, Towbin Advisors, L.P.:

NAME	ADDRESS
Thomas I. Unterberg	10 East 50th Street New York, NY 10022
Abraham Robert Towbin	10 East 50th Street New York, NY 10022
Andrew Arno	10 East 50th Street New York, NY 10022
Andrew Blum	10 East 50th Street New York, NY 10022
John Dexheimer	10 East 50th Street New York, NY 10022
Brian Finnerty	10 East 50th Street New York, NY 10022
Gregory Jeddiss ✓	10 East 50th Street New York, NY 10022
Robert Kaimowitz ✓	10 East 50th Street New York, NY 10022
Mel S. Lavitt	10 East 50th Street New York, NY 10022
Robert Matluck	10 East 50th Street New York, NY 10022
Jeff Moskowitz ✓	10 East 50th Street New York, NY 10022
Nancy Moyer ✓	10 East 50th Street New York, NY 10022
Steven P. Novak	10 East 50th Street New York, NY 10022
Jerome Skochin ✓	4 Embarcadero Ctr San Francisco, CA 94111
David S. Wachter	10 East 50th Street New York, NY 10022
Brett Wallace ✓	4 Embarcadero Ctr San Francisco, CA 94111
James Weil	600 Third Avenue New York, NY 10158

Signature of general partner:


Robert M. Matluck


Tamar Shulberg
Notary Public, State of New York
No. 01SH-5085049
Qualified in Kings County
Commission Expires Sept. 15, 19 99