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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Cohn Associates Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 13 PM 1:44

- Walk In
- Mail Out
- Will Wait
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Pick Up Time

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

RUSH

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Ordered By: _____

Date: _____

NYC
5/13/99

COHN ASSOCIATES, LTD.
SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.109(1) of the Florida Statutes, the undersigned person, desiring to amend the Certificate of Limited Partnership and Amendment to Certificate of Limited Partnership of COHN ASSOCIATES, LTD., hereby swears to and affirms as follows:

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DIVISION OF CORPORATIONS
99 MAY 13 PM 1:44

1. The name of the Limited Partnership is COHN ASSOCIATES, LTD.
2. The Certificate of Limited Partnership was filed on August 1, 1996.
3. The Amendment to Certificate of Limited Partnership was filed on December 19, 1997.
4. The Certificate of Limited Partnership and Amendment to Certificate of Limited Partnership are hereby amended as follows:

On the Certificate of Limited Partnership, as amended by the Amendment to the Certificate of Limited Partnership, the name and business address of the General Partner is HERTA COHN, 11510 S.W. 105th Terrace, Miami, Florida 33176. However, HERTA COHN is deceased and is no longer a General Partner of COHN ASSOCIATES, LTD. The new name and business address of the General Partner shall be as follows:

Edith Neuwahl
11800 S.W. 66th Avenue
Miami, Florida 33156

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Certificate of Limited Partnership on the 12th day of May, 1999, effective upon filing same with the Florida Secretary of State.

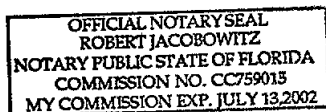
COHN ASSOCIATES, LTD.

BY: Edith Neuwahl
EDITH NEUWAHL, General Partner

STATE OF FLORIDA)
: ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of May, 1999, by EDITH NEUWAHL, who did execute the foregoing Second Amendment to Certificate of Limited Partnership as General Partner of COHN ASSOCIATES, LTD., who is personally known to me or who has produced _____ as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

Robert Jacobowitz
Signature - NOTARY PUBLIC



Robert Jacobowitz
Printed Name of NOTARY PUBLIC

CC759015
Commission number